



浙江滬杭甬高速公路股份有限公司
ZHEJIANG EXPRESSWAY CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 0576)

PROXY FORM FOR 2024 ANNUAL GENERAL MEETING

Number of Shares related to this proxy form ^(note 1)	H Shares/Domestic Shares*
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I (We) ^(note 2) _____
of _____
being the holder(s) of ^(note 1) _____ H Share(s)/Domestic Share(s)* of Zhejiang Expressway Co., Ltd. (the “**Company**”), now appoint ^(note 3) _____ (I.D. No.: _____) of _____) /
the Chairman of the meeting as my (our) proxy, to attend and vote on my (our) behalf in respect of the resolution in accordance with the instruction(s) below at the annual general meeting of the Company (the “**AGM**”) to be held at 10:00 a.m. on April 25, 2025 (or any adjournment thereof) at 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, Zhejiang Province, the People’s Republic of China (the “**PRC**”), for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM. In the absence of any indication, the proxy may vote for or against the resolution at his own discretion (note 4).

Ordinary Resolutions		For ^(note 4)	Against ^(note 4)
1.	to consider and approve the report of the directors of the Company for the year 2024;		
2.	to consider and approve the report of the supervisory committee of the Company for the year 2024;		
3.	to consider and approve the audited financial statements of the Company for the year 2024;		
4.	to consider and approve dividend of RMB38.5 cents per share in respect of the year ended December 31, 2024;		
5.	to consider and approve the final accounts of the Company for the year 2024 and the financial budget of the Company for the year 2025;		
6.	to consider and approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company, and to authorize the board of directors of the Company (the “ Board ”) to fix its remuneration;		
7.	to consider and approve the re-appointment of RSM China CPA LLP as the PRC auditor of the Company, and to authorize the Board to its remuneration;		
8.	to consider and approve the Supplemental Agreement and the revised annual caps for the Deposit Services under the Supplemental Agreement (as defined in the circular of the Company dated March 27, 2025) at RMB5 billion for each of the years ending December 31, 2025, 2026 and 2027 and the period from January 1, 2028 to March 29, 2028;		

Special Resolutions		For <small>(note 4)</small>	Against <small>(note 4)</small>
9.	to consider and approve the grant of a general mandate to the Board to issue, allot and deal with additional Shares (as defined in the circular of the Company dated March 27, 2025) not exceeding 20% of the total number of issued Share (excluding treasury shares); authorize the Board to make corresponding amendments to the articles of association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of additional Shares; and authorize the Board to grant the general mandate to the Chairman and General Manager to individually or jointly issue additional Shares at their absolute discretion;		
10.	to consider and approve the amendments to the articles of association of the Company and relevant authorization.		

Date: _____, 2025

Signature (note 5) _____:

Notes:

1. Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the AGM will act as your proxy. Proxies may not be member(s) of the Company and may be appointed to attend and vote in the AGM provided that such proxies must attend the AGM in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
4. Please insert the number of share(s) you wish to vote for or against the resolution in the appropriate boxes. In the absence of any such indication, the proxy may vote or abstain from voting at his discretion.
5. This form of proxy must be signed under hand by you or your attorney duly authorized in that behalf. If the appointor is a corporation, this form must be affixed with its common seal or signed by its director(s) or duly authorized representative(s).
6. This form of proxy together with the power of attorney or any other authorization document(s) which have been notarized, must be delivered, in the case of a holder of domestic share(s), to the Company at Room 501, 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Shangcheng District, Hangzhou City, Zhejiang Province, the PRC 310020, and in the case of a holder of H share(s), to Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, at least 24 hours before the time designated for the holding of the AGM.

* *Please delete as appropriate.*