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 Extraordinary General Meeting

Number of Shares related to this proxy form *(note 1)*	H Shares/Domestic Shares*

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 resolutions in accordance with the instruction(s) below at the extraordinary general meeting of the Company (the "**EGM**") to be held at 10 a.m. on Monday, 18 December 2017 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 EGM. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion *(note 4)*.

Ordinary Resolution	**For** *(note 4)*	**Against** *(note 4)*
to consider and approve interim dividend of RMB6 cents per share in respect of the six months ended 30 June 2017		
Special Resolution	**For** *(note 4)*	**Against** *(note 4)*
to consider and approve amendments to the articles of association of the Company and relevant authorization		

Date: _____ 2017 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 EGM will act as your proxy.

   Proxies may not be member(s) of the Company and may be appointed to attend and vote in the EGM provided that such proxies must attend the EGM 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 resolutions 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 on 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 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, Zhejiang Province, 310020, the PRC, and in the case of a holder of H share(s), to Hong Kong Registrars Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, at least 24 hours before the time designated for the holding of the EGM (i.e. by no later than 10 a.m. on 17 December 2017.

* *Please delete as appropriate.*