

To be valid, the whole of this PAL must be returned.

本暫定配額通知書必須整份交回，方為有效。

IMPORTANT

重要提示

THIS PROVISIONAL ALLOTMENT LETTER (THIS “PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (THE “EAF”) EXPIRES AT 4:00 P.M. ON TUESDAY, DECEMBER 5, 2023 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” BELOW).

本暫定配額通知書(「本暫定配額通知書」)乃有價值及可轉讓，並須 閣下即時處理。本暫定配額通知書及隨附的額外申請表格(「額外申請表格」)所載要約將於2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)截止。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR H SHARES IN ZHEJIANG EXPRESSWAY CO., LTD. (THE “COMPANY”), YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書的任何方面或應採取的行動有任何疑問，或 閣下如已出售浙江滬杭甬高速公路股份有限公司(「本公司」)的全部或部分H股，應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

REFERENCE IS MADE TO THE PROSPECTUS (THE “PROSPECTUS”) ISSUED BY THE COMPANY DATED NOVEMBER 21, 2023 IN RELATION TO THE H SHARE RIGHTS ISSUE. TERMS DEFINED IN THE PROSPECTUS SHALL HAVE THE SAME MEANINGS WHEN USED HEREIN UNLESS THE CONTEXT OTHERWISE REQUIRES.

茲提述本公司就H股供股所刊發日期為2023年11月21日的供股章程(「供股章程」)。除文義另有所指外，供股章程所界定詞彙應與本暫定配額通知書所採用者具有相同涵義。

A copy of the Prospectus, together with copies of this PAL, the EAF and other documents specified in the paragraph headed “Statutory and General Information – Documents delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, Registrar of Companies in Hong Kong and the Hong Kong Stock Exchange take no responsibility as to the contents of any of the documents referred to above.

供股章程連同本暫定配額通知書、額外申請表格及供股章程附錄三「法定及一般資料 – 送呈公司註冊處處長文件」一段內所指明的其他文件，已遵照香港法例第32章《公司(清盤及雜項條文)條例》第342C條的規定送呈香港公司註冊處處長註冊。證券及期貨事務監察委員會、香港公司註冊處處長及香港聯交所對上文所述的任何文件的內容概不負責。

Dealings in the securities of the Company and the Nil-paid H Rights and the H Rights Shares may be settled through CCASS operated by HKSCC and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests. Existing H Shares have been dealt in on an ex-rights basis from Friday, November 10, 2023. Dealings in the Nil-paid H Rights will take place from Thursday, November 23, 2023 to Thursday, November 30, 2023 (both days inclusive).

本公司證券、未繳股款H股供股權及H股供股股份之買賣可透過香港結算營運的中央結算系統進行交收，有關該等交收安排的詳情以及該等安排對 閣下的權利及權益可能造成的影響，敬請諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。自2023年11月10日(星期五)起，現有H股已按除權基準進行交易，未繳股款H股供股權將於2023年11月23日(星期四)至2023年11月30日(星期四)(包括首尾兩日)期間買賣。

If you wish to exercise your right to subscribe for all the H Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by no later than 4:00 p.m. on Tuesday, December 5, 2023 (or such later date as mentioned in the paragraph headed “Effect of Bad Weather” below). All remittances must be made by cheque or cashier’s order in Hong Kong Dollars. Cheques must be drawn on an account with, and cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “ZHEJIANG EXPRESSWAY CO LTD” and crossed “Account Payee Only”.

倘 閣下有意行使 閣下的權利認購本暫定配額通知書指定的所有H股供股股份， 閣下應不遲於2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)按照本通知書印列的指示將本暫定配額通知書連同須於接納時繳付之全部股款送交H股股份過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。所有股款均須以港元支票或銀行本票繳付。有關支票須以香港持牌銀行的戶口開出，而銀行本票須由香港持牌銀行發出，並註明抬頭人為「ZHEJIANG EXPRESSWAY CO LTD」及以「只准入抬頭人賬戶」劃線方式開出。



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)

(於中華人民共和國註冊成立的股份有限公司)

(Stock Code: 0576)

(股份代號: 0576)

H Share Registrar:

Hong Kong Registrars Limited
Shops 1712-1716,
17th Floor, Hopewell Centre,
183 Queen's Road East,
Wan Chai, Hong Kong

H股股份過戶登記處:

香港證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712至1716號舖

**H SHARE RIGHTS ISSUE OF
ZHEJIANG EXPRESSWAY CO., LTD.
OF 544,864,710 H SHARES ON THE BASIS OF
3.8 H RIGHTS SHARES FOR EVERY 10
EXISTING H SHARES HELD ON THE H SHARE
RECORD DATE AT HK\$4.06 PER H RIGHTS SHARE**

**H股供股
浙江滬杭甬高速公路股份有限公司
按於H股股權登記日所持每10股現有H股
獲發3.8股H股供股股份之基準
以每股H股供股股份4.06港元之價格
發行544,864,710股H股**

**PAYABLE IN FULL ON ACCEPTANCE NOT LATER THAN
4:00 P.M. ON TUESDAY, DECEMBER 5, 2023
股款須不遲於2023年12月5日(星期二)下午四時正於接納時繳足**

**PROVISIONAL ALLOTMENT LETTER
暫定配額通知書**

Registered Office:

Room 501, No. 2
Mingzhu International Business Center
199 Wuxing Road
Shangcheng District
Hangzhou City
Zhejiang Province 310020
The PRC

註冊辦事處:

中國
浙江省
杭州市
上城區
五星路199號
明珠國際商務中心
2幢501室
310020

**Principal Place of Business
in Hong Kong:**

Room 1710B, Office Tower
Convention Plaza
1 Harbour Road, Wan Chai
Hong Kong

香港主要營業地址:

香港
灣仔港灣道1號
會展廣場
辦公大樓1710B室

Name(s) and address of the Qualified H Shareholder(s)
合資格H股股東姓名/名稱及地址

Provisional Allotment Letter No.
暫定配額通知書編號

Number of H Share(s) registered in your name(s) on Monday, November 20, 2023
於2023年11月20日(星期一)登記於閣下名下的H股數目

Box A
甲欄

Number of H Rights Shares provisionally allotted to you subject to payment in full on acceptance not later than 4:00 p.m. on Tuesday, December 5, 2023
暫定配發予閣下的H股供股股份數目, 股款須不遲於2023年12月5日(星期二)下午四時正於接納時繳足

Box B
乙欄

Total subscription monies payable 應繳認購股款總額

Box C
丙欄

Note: All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "ZHEJIANG EXPRESSWAY CO LTD" and crossed "Account Payee Only". All cheques and cashier's orders will be presented for payment immediately following receipt.

註: 所有股款須以港元繳付, 並須以香港持牌銀行賬戶開出之支票或發出之銀行本票支付。所有該等支票或銀行本票須註明抬頭人為「ZHEJIANG EXPRESSWAY CO LTD」, 並須以「只准入抬頭人賬戶」劃線方式開出。所有支票及銀行本票將於收訖後隨即過戶。

Name of bank on which
cheque/cashier's order is drawn:
支票/銀行本票的付款銀行名稱: _____

Cheque/cashier's order
number:
支票/銀行本票號碼: _____

Please insert your contact telephone no.:
請填上閣下的聯絡電話號碼: _____



IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR H RIGHTS SHARE(S) PRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE H RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓認購本文件所指H股供股股份的權利，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付從價印花稅。在登記任何轉讓本文件代表之H股供股股份配額之前，須出示已繳付從價印花稅的證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualified H Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the H Rights Share(s) comprised herein)
(僅供有意悉數轉讓其全部認購本表格所列H股供股股份權利之合資格H股股東填寫及簽署)

To: The Directors
Zhejiang Expressway Co., Ltd.
致：浙江滬杭甬高速公路股份有限公司
列位董事 台照

Dear Sirs,
I/We, as the Qualified H Shareholders, hereby transfer all of my/our rights to subscribe for the H Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人／吾等，作為合資格H股股東謹將本暫定配額通知書所列本人／吾等認購H股供股股份的權利悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)的人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) (all joint H Shareholders must sign) 簽署(所有聯名H股股東均須簽署)

Date: _____ 2023 日期：2023年_____月_____日

Ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the H Rights Shares if this form is completed.
如已填妥本表格，轉讓人及承讓人須就轉讓認購H股供股股份的權利繳付從價印花稅。



(To be completed and signed only by the person(s) to whom the rights to subscribe for the H Rights Shares has/have been transferred)

(僅供承讓認購H股供股股份權利之人士填寫及簽署)

To: The Directors
Zhejiang Expressway Co., Ltd. (the "Company")

致：浙江滬杭甬高速公路股份有限公司
(「貴公司」)列位董事台照

Dear Sirs,

I/We request you to register the number of H Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列的H股供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司的《公司章程》規限下，接納此等H股供股股份。

Existing H Shareholders(s)
Please mark "X" in this box
現有H股股東請在本欄內填上「X」號

To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give the address of the first-named applicant only.

For Chinese applicant(s), please provide your name in both English and Chinese.

請用英文大楷填寫。聯名申請人只須填報首名申請人之地址。華裔申請人須填寫中英文姓名。

| | | | | | |
|--|-------------------------------------|------------------|-------------------------|--|---------------|
| Name in English 英文姓名 | Family Name or Company Name 姓氏或公司名稱 | Other name(s) 名字 | Name in Chinese 中文姓名 | | |
| Name continuation and/or full name(s) of joint applicants (if applicable) 姓名(續)及／或聯名申請人全名(如適用) | | | | | |
| Address in English (Joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報首名申請人之地址) | | | | | |
| Occupation 職業 | | Tel. No. 電話號碼 | | | |
| Dividend Instructions 派息指示 | | | | | |
| Name and address of bank 銀行名稱及地址 | Bank account number 銀行賬戶號碼 | | | | |
| | BANK 銀行 | | BRANCH 分行 | | ACCOUNT 賬戶 |
| | | | | | |

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) (all joint applicants must sign) 簽署(所有聯名申請人均須簽署)

Date: _____ 2023

日期：2023年_____月_____日

Ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the H Rights Shares if this form is completed.

如已填妥本表格，轉讓人及承讓人須就轉讓認購H股供股股份的權利繳付從價印花稅。

Subject to the granting of the listing of, and permission to deal in, the Nil-paid H Rights and H Rights Shares on the Hong Kong Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the Nil-paid H Rights and H Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil-paid H Rights and H Rights Shares on the Hong Kong Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the “General Rules of CCASS” and the “CCASS Operational Procedures” in effect from time to time.

於未繳股款H股供股權及H股供股股份獲香港聯交所批准上市及買賣並符合香港結算的股份收納規定後，未繳股款H股供股權及H股供股股份將獲香港結算接納為合資格證券，自未繳股款H股供股權及H股供股股份於香港聯交所各自開始買賣的日期或由香港結算釐定的有關其他日期起在中央結算系統寄存、結算及交收。香港聯交所參與者之間在任何交易日進行的交易，須於其後第二個交易日在中央結算系統內交收。在中央結算系統內進行之一切活動均須依照不時生效的《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

Hong Kong Exchanges and Clearing Limited, the Hong Kong Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、香港聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

THE PROSPECTUS DOCUMENTS WILL NOT BE REGISTERED OR FILED UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OF ANY JURISDICTION OTHER THAN HONG KONG; NO ACTION HAS BEEN TAKEN TO PERMIT A PUBLIC OFFERING OF THE NIL-PAID H RIGHTS AND/OR H RIGHTS SHARES, OTHER THAN IN HONG KONG, OR THE DISTRIBUTION OF THIS PAL AND OTHER PROSPECTUS DOCUMENTS IN ANY JURISDICTION OTHER THAN HONG KONG.

除香港外，章程文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。本公司並無辦理任何手續，以獲准在香港以外地區公開發售未繳股款H股供股權及／或H股供股股份，或在香港以外之任何司法權區派發本暫定配額通知書及其他章程文件。

NO PERSON RECEIVING THE PROSPECTUS DOCUMENTS IN ANY TERRITORY OUTSIDE HONG KONG MAY TREAT IT AS AN OFFER OR INVITATION TO APPLY FOR THE H RIGHTS SHARES OR EXCESS H RIGHTS SHARES, UNLESS IN A TERRITORY WHERE SUCH AN OFFER OR INVITATION COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL AND REGULATORY REQUIREMENTS THEREOF. IT IS THE RESPONSIBILITY OF ANYONE OUTSIDE HONG KONG WISHING TO ACCEPT THE PROVISIONALLY ALLOTTED H RIGHTS SHARES OR MAKE AN APPLICATION FOR EXCESS H RIGHTS SHARES TO SATISFY HIMSELF/HERSELF/ITSELF/THEMSELVES, BEFORE ACQUIRING NIL-PAID H RIGHTS OR TO APPLY FOR EXCESS H RIGHTS SHARES, AS TO THE OBSERVANCE OF THE LAWS AND REGULATIONS OF ALL RELEVANT TERRITORIES, INCLUDING OBTAINING OF ANY GOVERNMENTAL OR OTHER CONSENTS, AND TO PAY ANY TAXES AND DUTIES REQUIRED TO BE PAID IN SUCH TERRITORY IN CONNECTION THEREWITH WITHOUT PREJUDICE TO THE FOREGOING. THE COMPANY RESERVES THE RIGHT TO REFUSE TO ACCEPT ANY ACCEPTANCE OF NIL-PAID H RIGHTS OR ANY APPLICATION FOR EXCESS H RIGHTS SHARES WHERE IT BELIEVES THAT DOING SO WOULD VIOLATE APPLICABLE SECURITIES LEGISLATIONS OR OTHER LAWS OR REGULATIONS OF ANY JURISDICTION.

任何人士如在香港以外任何地區接獲章程文件，除非在該地區可合法提呈有關要約或邀請而毋須辦理任何登記手續或符合該地區之其他法例及監管規定，否則不可視作申請H股供股股份或額外H股供股股份之要約或邀請。任何身處香港以外地區之人士如有意接納獲暫定配發之H股供股股份或申請額外H股供股股份，在取得未繳股款H股供股權或申請額外H股供股股份前，必須自行遵守所有有關地區之法例及規例，包括在不影響前述者情況下取得任何政府或其他方面同意及就此繳付該地區規定須繳付之任何稅項及徵費。倘本公司相信接納任何未繳股款H股供股權或額外H股供股股份之申請會違反任何司法權區之適用證券法例或其他法例或規例，則本公司保留拒絕接納有關申請的權利。

TO TAKE UP YOUR RIGHT TO SUBSCRIBE FOR THE H RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE H SHARE REGISTRAR, HONG KONG REGISTRARS LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WAN CHAI, HONG KONG, TOGETHER WITH A REMITTANCE FOR THE FULL AMOUNT PAYABLE ON ACCEPTANCE, SHOWN IN BOX C OF FORM A OF THIS PAL SO AS TO BE RECEIVED BY THE H SHARE REGISTRAR NOT LATER THAN 4:00 P.M. ON TUESDAY, DECEMBER 5, 2023 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" BELOW). ALL REMITTANCES MUST BE MADE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG, AND MADE PAYABLE TO "ZHEJIANG EXPRESSWAY CO LTD" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN AN ENCLOSED SEPARATE SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如欲全數接納認購暫定配發予閣下的H股供股股份之權利，須將本暫定配額通知書整份連同本暫定配額通知書表格甲內丙欄所示須於接納時繳付的全部股款於不遲於2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)交回H股股份過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。所有股款須以港元支票或銀行本票繳付。有關支票須以香港持牌銀行的銀行戶口開出，而銀行本票須由香港持牌銀行發出，並註明抬頭人為「ZHEJIANG EXPRESSWAY CO LTD」及以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆的指示載於另一附頁。本公司將不另發股款收據。

The H Share Rights Issue is conditional upon the fulfilment of the conditions set out in the paragraph headed “Letter from the Board – Conditions of the H Share Rights Issue” of the Prospectus and is subject to the terms and conditions of the Underwriting Agreement. If any of the conditions of the H Share Rights Issue are not fulfilled, the H Share Rights Issue will not proceed.

H股供股須待供股章程中「董事會函件 – H股供股之條件」一段所載之條件達成後，方可作實，且須遵守承銷協議的條款及條件。倘H股供股之條件未能達成，則H股供股將不會進行。

The Underwriters have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination, in certain circumstances set out in the Underwriting Agreement. Details of the circumstances under which the Underwriters have the right to terminate the Underwriting Agreement are set out below in this PAL in the paragraph headed “Termination of the Underwriting Agreement”.

根據承銷協議，承銷商有權在承銷協議所載的若干情況下，於最後終止時間前隨時向本公司發出書面通知終止承銷協議。承銷商有權終止承銷協議的情況詳情載於本暫定配額通知書下文「終止承銷協議」一段。

If prior to the Latest Time for Termination, the Underwriters terminate the Underwriting Agreement, the H Share Rights Issue will not proceed.

倘承銷商於最後終止時間前終止承銷協議，則H股供股將不會進行。

H Shareholders should note that the H Shares have been dealt in on an ex-rights basis on the Hong Kong Stock Exchange from Friday, November 10, 2023. The Nil-paid H Rights will be dealt in from Thursday, November 23, 2023 to Thursday, November 30, 2023 (both days inclusive).

H股股東務須注意，H股已於2023年11月10日(星期五)起於香港聯交所按除權基準買賣。未繳股款H股供股權將於2023年11月23日(星期四)至2023年11月30日(星期四)(包括首尾兩日)期間內買賣。

Any dealings in the H Shares from the date of the Prospectus up to the date on which all the conditions of the H Share Rights Issue are fulfilled or waived (as applicable), which is currently expected to be 5:00 p.m. on Wednesday, December 6, 2023 and any dealings in the Nil-paid H Rights between Thursday, November 23, 2023 to Thursday, November 30, 2023 (both days inclusive) are accordingly subject to the risk that the H Share Rights Issue may not become unconditional and may not proceed. H Shareholders and potential investors should therefore exercise caution when dealing in the H Shares and/or Nil-paid H Rights, and if they are in any doubt about their position, they are recommended to consult their professional advisers.

於供股章程日期起直至H股供股的所有條件達成或獲豁免(如適用)之日(目前預期為2023年12月6日(星期三)下午五時正)期間內任何H股買賣，及於2023年11月23日(星期四)至2023年11月30日(星期四)(包括首尾兩日)期間內任何未繳股款H股供股權買賣，須承擔H股供股可能不會成為無條件及可能不會進行的相應風險。因此，H股股東及潛在投資者於買賣H股及／或未繳股款H股供股權時，務請審慎行事，倘彼等對其本身的情況有任何疑問，建議諮詢其專業顧問。

NO RECEIPT WILL BE GIVEN

本公司將不另發股款收據

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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)

November 21, 2023

Dear Qualified H Shareholder(s),

INTRODUCTION

In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the Articles of Association, the Directors have provisionally allotted to you the number of H Rights Shares indicated in Form A of this PAL on the basis of 3.8 H Rights Shares for every 10 Existing H Shares registered in your name in the H-share Register on Monday, November 20, 2023. Your holding of Existing H Shares as at that date is set out in Box A of Form A of this PAL and the number of H Rights Shares provisionally allotted to you is set out in Box B of Form A of this PAL. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

You have the right to acquire the H Rights Shares provisionally allotted to you at a price of HK\$4.06 per H Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Tuesday, December 5, 2023 (or such later date as mentioned in the paragraph headed “Effect of Bad Weather” below). You may, subject to the paragraph headed “Qualified H Shareholders and Excluded H Shareholders” below, accept all or any number of the H Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the paragraph headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the paragraph headed “Transfer” below.

The H Share Rights Issue is conditional upon (i) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms; and (ii) there not having occurred any event which would prevent the H Share Rights Issue from becoming unconditional. If the conditions of the H Share Rights Issue are not fulfilled or waived (as applicable), the H Share Rights Issue will not proceed.

H RIGHTS SHARES

The H Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the existing H Shares then in issue. Holders of fully-paid H Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of issue and allotment of the H Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Nil-paid H Rights and H Rights Shares on the Hong Kong Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the Nil-paid H Rights and H Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings on the Hong Kong Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the “General Rules of CCASS” and “CCASS Operational Procedures” in effect from time to time.



浙江滬杭甬高速公路股份有限公司

ZHEJIANG EXPRESSWAY CO., LTD.

(於中華人民共和國註冊成立的股份有限公司)

(股份代號：0576)

列位合資格H股股東：

緒言

根據本暫定配額通知書及供股章程所載的條款及條件，並在《公司章程》的規限下，董事已暫定配發本暫定配額通知書表格甲所載數目的H股供股股份予閣下，基準為於2023年11月20日(星期一)在H股股東名冊上以閣下名義登記每10股現有H股獲發3.8股H股供股股份。閣下於該日持有的現有H股列於本暫定配額通知書表格甲內甲欄，而暫定配發予閣下的H股供股股份數目則列於本暫定配額通知書表格甲內乙欄。除文義另有所指外，於供股章程中所界定的詞彙與本暫定配額通知書所採用者具相同涵義。

閣下有權在不遲於2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)根據下文所載的方式按每股H股供股股份4.06港元的價格(須於接納時繳足)購買暫定配發予閣下的H股供股股份。在下文「合資格H股股東及除外H股股東」一段的規限下，閣下可接納據此暫定配發予閣下的全部或任何數目的H股供股股份，或出售閣下的全部或任何有關股份的權利。倘閣下有意僅接納閣下的部分暫定配額並將餘額轉讓，或將閣下的暫定配額轉讓予超過一名人士，則閣下應參閱下文「分拆」一段內的指示。閣下如欲轉讓閣下的全部暫定配額，則閣下應參閱下文「轉讓」一段內的指示。

H股供股須待(i)承銷協議成為無條件且並未根據其條款被終止；及(ii)概無發生任何事件可能阻止H股供股成為無條件後，方可作實。倘H股供股條件未獲達成或獲豁免(如適用)，則H股供股將不會進行。

H股供股股份

H股供股股份一經配發、發行並繳足股款後，將於所有方面與當時已發行的現有H股享有同等地位。繳足股款H股供股股份持有人日後將有權收取於發行及配發H股供股股份日期後所宣派、作出或派付的所有股息及分派。

待未繳股款H股供股權及H股供股股份獲准於香港聯交所上市及買賣後，及在符合香港結算的股份接納規定後，未繳股款H股供股權及H股供股股份將獲香港結算接納為合資格證券，可自其各自於香港聯交所開始買賣的日期或由香港結算釐定的有關其他日期起，於中央結算系統寄存、結算及交收。香港聯交所參與者之間在任何交易日進行的交易，須於其後第二個交易日在中央結算系統進行交收。所有中央結算系統活動均須遵守不時有效的《中央結算系統一般規則》及《中央結算系統運作程序規則》。

PROCEDURE FOR ACCEPTANCE

Any person (including, but not limited to, any agent, custodian, nominee and trustee) wishing to take up his/her/its rights under the H Share Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territories, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The attention of H Shareholders with registered addresses in any of the Specified Territories or holding H Shares on behalf of persons with such addresses is drawn to the section headed “Notice” in the Prospectus and the paragraph below headed “Qualified H Shareholders and Excluded H Shareholders”.

Qualified H Shareholders who wish to take up their provisional allotment of H Rights Shares in full, must lodge the whole of this PAL intact with the H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, together with a remittance for the full amount payable on acceptance, as shown in Box C of Form A of this PAL, so as to be received by no later than 4:00 p.m. on Tuesday, December 5, 2023 (or such later date as mentioned in the paragraph headed “Effect of Bad Weather” below). All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**ZHEJIANG EXPRESSWAY CO LTD**” and crossed “**Account Payee Only**”. Any payments for the H Rights Shares should be rounded up to 2 decimal points. Such payment will constitute acceptance of the provisional allotment on the terms of this PAL and the Prospectus and subject to the Articles of Association. No receipt will be given for such remittances.

It should be noted that, unless a PAL, duly completed, together with the appropriate remittance shown in Box C of Form A of this PAL, has been lodged with the H Share Registrar by 4:00 p.m. on Tuesday, December 5, 2023 (or such later date as mentioned in the paragraph headed “Effect of Bad Weather” below), whether from the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled and such H Rights Shares will be available for application under the EAFs by Qualified H Shareholders. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer all or part of provisionally allotment to more than one person, the original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of Nil-paid H Rights to be comprised in each split PAL (which, in aggregate, should be equal to the number of H Rights Shares provisionally allotted to you as stated in Box B of Form A of this PAL), by no later than 4:30 p.m. on Monday, November 27, 2023 to the H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

接納手續

任何人士(包括但不限於任何代理人、託管人、代名人及受託人)如欲承購其H股供股項下的權利，必須使其信納其已全面遵守任何相關地區的適用法律，包括取得任何所需的政府或其他同意、符合任何其他必要手續，以及於有關地區繳納任何發行、轉讓或其他應繳稅項。其登記地址位於任何特定地區或代表位於有關地址的人士持有H股的H股股東，務請注意供股章程「注意事項」一節及下文「合資格H股股東及除外H股股東」一段。

合資格H股股東如欲全數承購其H股供股股份暫定配額，必須在不遲於2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)，將整份本暫定配額通知書連同本暫定配額通知書表格甲內丙欄所示須於接納時繳付的全數股款送交H股股份過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。所有股款必須以港元繳付，有關支票須以香港持牌銀行的銀行賬戶開出，而銀行本票則須由香港持牌銀行開出，並註明抬頭人為「**ZHEJIANG EXPRESSWAY CO LTD**」及以「**只准入抬頭人賬戶**」劃線方式開出。H股供股股份之任何付款款額應向上約整至兩個小數點。有關付款將構成按照本暫定配額通知書及供股章程的條款以及在《公司章程》的規限下接納暫定配額。本公司將不另發股款收據。

務請注意，除非原承配人或已獲有效轉讓H股供股權的任何人士已在2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)前將填妥的暫定配額通知書連同本暫定配額通知書表格甲內丙欄所示的適當股款送交H股股份過戶登記處，否則閣下的暫定配額及其項下的一切權利將被視作已遭拒絕及將被取消，而有關H股供股股份將可供合資格H股股東以額外申請表格申請認購。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效，並對自行或由代表送交該通知書的人士具有約束力。

分拆

倘閣下有意僅接納閣下的部分暫定配額或轉讓閣下全部或部分暫定配額予超過一名人士，則原有暫定配額通知書必須在不遲於2023年11月27日(星期一)下午四時三十分，連同清楚註明所需分拆暫定配額通知書數目及每份分拆暫定配額通知書包含的未繳股款H股供股權數目(合計應相等於本暫定配額通知書表格甲內乙欄所列暫定配發予閣下的H股供股股份數目)的信件交回及送交H股股份過戶登記處香港證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖)，以供註銷，H股股份過戶登記處繼而將註銷原有暫定配額通知書，並按所要求的數額發出新暫定配額通知書，該通知書將於交回原有暫定配額通知書後第二個營業日上午九時後在H股股份過戶登記處香港證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖)可供領取。

TRANSFER

If you wish to transfer all of your Nil-paid H Rights to another person you should complete and sign the “Form of Transfer and Nomination” (Form B) in this PAL and hand the original completed and signed PAL to the person(s) to or through whom you are transferring your Nil-paid H Rights. The transferee must then complete and sign the “Registration Application Form” (Form C) in this PAL and lodge this PAL intact together with a remittance for the full amount payable on acceptance with the H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, to effect the transfer by no later than 4:00 p.m. on Tuesday, December 5, 2023 (or such later date as mentioned in the paragraph headed “Effect of Bad Weather” below).

It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant H Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

EFFECT OF BAD WEATHER

The latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will not take place at 4:00 p.m. on Tuesday, December 5, 2023 if there is a tropical cyclone warning signal number 8 or above, or “extreme conditions”, or a “black” rainstorm warning: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, December 5, 2023. Instead, the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, December 5, 2023. Instead, the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. If the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares does not take place on Tuesday, December 5, 2023, the dates mentioned in this PAL may be affected. The Company will notify the H Shareholders by way of an announcement of any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement grants the Underwriters the right to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriters have the right to terminate the Underwriting Agreement are set out in the paragraph headed “Letter from the Board – Termination of the Underwriting Agreement” in the Prospectus.

If the Underwriters exercise such right and a notice to terminate the Underwriting Agreement is given by the Underwriters prior to the Latest Time for Termination, save in respect of certain rights or obligations under the Underwriting Agreement, the Company shall not be under any obligation or liability under the Underwriting Agreement and the Underwriters shall be under no obligation or liability to the Company and the H Share Rights Issue will not proceed.

轉讓

倘閣下有意轉讓閣下全部未繳股款H股供股權予另一名人士，則閣下應填妥及簽署本暫定配額通知書內的「轉讓及提名表格」(表格乙)，並將已填妥及簽署的原有暫定配額通知書轉交閣下的未繳股款H股供股權的承讓人或經手轉讓的人士。承讓人其後必須填妥及簽署本暫定配額通知書內的「登記申請表格」(表格丙)，並在不遲於2023年12月5日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)將整份本暫定配額通知書連同須於接納時繳付的全數股款送交H股股份過戶登記處香港證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖)，以進行轉讓。

務請注意，閣下於轉讓可認購相關H股供股股份的權利予承讓人及承讓人於接納有關權利時均須繳付香港印花稅。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效，並對自行或由代表送交該通知書的人士具有約束力。

本公司保留權利拒絕以任何人士為受益人登記任何轉讓，如本公司認為有關轉讓可能違反適用法律或監管規定。

惡劣天氣的影響

倘在下列時間懸掛8號或以上熱帶氣旋警告信號，或發出「極端情況」或「黑色」暴雨警告，則接納H股供股股份及付款以及申請額外H股供股股份及付款之截止時間將不會於2023年12月5日(星期二)下午四時正發生：(i)在2023年12月5日(星期二)中午十二時正之前任何本地時間在香港懸掛或發出上述警告信號，但在中午十二時正之後取消。在此情況下，接納H股供股股份及付款及申請額外H股供股股份及付款的截止時間將順延至同一個營業日下午五時正；或(ii)在2023年12月5日(星期二)中午十二時正至下午四時正期間任何本地時間，在香港懸掛或發出上述警告信號。在此情況下，接納H股供股股份及付款以及申請額外H股供股股份及付款的截止時間將改為下一個營業日(在該日上午九時正至下午四時正期間任何時間並無懸掛或發出任何該等警告信號)下午四時正。倘接納H股供股股份及付款以及申請額外H股供股股份及付款之截止時間並未於2023年12月5日(星期二)發生，則本暫定配額通知書所述的日期可能受到影響。本公司將在可行的情況下盡快就預期時間表的任何變動以公告形式知會H股股東。

終止承銷協議

敬請注意，承銷協議給予承銷商權利在承銷協議所載的若干情況下，於最後終止時間前任何時間向本公司發出書面通知終止承銷協議。承銷商有權終止承銷協議的情況詳情載於供股章程「董事會函件 – 終止承銷協議」一段。

倘承銷商於最後終止時間前行使有關權利並發出終止承銷協議的通知，除承銷協議項下的若干權利或義務外，本公司於承銷協議項下再無任何義務或責任，承銷商對本公司亦再無任何義務或責任，而H股供股將不會進行。

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payments immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of a PAL and/or EAF with a cheque and/or cashier's order, whether by you or by any nominated transferee will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. Any PAL and/or EAF in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected and, in such event, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the H Rights Shares, any underpaid applications will be rejected. In the event of an overpaid application, a refund cheque will be made out to you only if the overpaid amount is HK\$100 or above.

H SHARE CERTIFICATES FOR H RIGHTS SHARES AND REFUND CHEQUES FOR THE H SHARE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the H Share Rights Issue as set out in the paragraph headed "Letter from the Board – Conditions of the H Share Rights Issue" in the Prospectus, share certificates for all fully-paid (including credited as fully paid as the case may be) H Rights Shares are expected to be despatched on or about Wednesday, December 13, 2023 to those Qualified H Shareholders who have accepted and (where applicable) applied for, and paid for, the H Rights Shares by ordinary post at their own risk. Refund cheques in respect of overpayment for H Rights Shares (if any) or in respect of wholly or partially unsuccessful applications for excess H Rights Shares (if any) are expected to be despatched on or about Wednesday, December 13, 2023 to the applicants by ordinary post at their own risk.

EXCESS H RIGHTS SHARES

The Qualified H Shareholders (other than the PRC Southbound Trading Investors) may apply, by way of excess application, for any H Rights Shares provisionally allotted to but not accepted by Qualified H Shareholders or otherwise not subscribed for by transferees of Nil-paid H Rights, any H Rights Shares representing any unsold entitlements of the Excluded H Shareholders, and any unsold fractional entitlements to H Rights Shares.

Application for excess H Rights Shares should be made only by Qualified H Shareholders (other than the PRC Southbound Trading Investors). If a Qualified H Shareholder (other than the PRC Southbound Trading Investors) wishes to apply for excess H Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it with the H Share Registrar, together with a separate cheque or cashier's order, for the amount payable on application in respect of the excess H Rights Shares applied for by no later than 4:00 p.m. on Tuesday, December 5, 2023 (or such later date as mentioned in the paragraph headed "Effect of Bad Weather" above). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "ZHEJIANG EXPRESSWAY CO LTD – EAF" and crossed "Account Payee Only". Any payments for the excess H Rights Shares should be rounded up to 2 decimal points. The Company may at its sole discretion treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

支票及銀行本票

全部支票及銀行本票將於緊隨收訖後兌現，而有關款項產生之利息則將全部撥歸本公司所有。填妥暫定配額通知書及／或額外申請表格並連同支票及／或銀行本票一併交回(不論由閣下或任何獲提名承讓人交回)，即表示申請人作出保證，有關支票或銀行本票將於首次過戶時兌現。在不影響本公司就此的其他權利的情況下，本公司保留權利拒絕有關隨附支票或銀行本票於首次過戶時未能兌現的任何暫定配額通知書，且在此情況下，有關暫定配額及其項下之所有權利及配額將被視作已遭拒絕及將予註銷。倘暫定配額通知書及／或額外申請表格之支票或銀行本票於首次過戶時未能兌現，則任何有關之暫定配額通知書及／或額外申請表格將可能被拒絕受理，在此情況下，有關暫定配額及其項下之所有權利及配額將被視作已遭拒絕及將予註銷。閣下須於申請認購H股供股股份時支付應付金額，支付金額不足的申請將會遭拒絕受理。在多繳申請金額的情況下，只有多繳申請金額等於100港元或以上才會獲得退款支票。

H股供股股份的H股股票及H股供股的退款支票

待達成供股章程內「董事會函件 – H股供股之條件」一段所載的H股供股條件後，預期所有繳足股款H股供股股份(包括入賬列作繳足者，視乎情況而定)的股票將於2023年12月13日(星期三)或前後以平郵方式寄發予已接納及(如適用)已申請H股供股股份並已繳付股款的該等合資格H股股東，郵誤風險概由彼等自行承擔。有關H股供股股份之多付款項(如有)或有關全部或部分不成功之額外H股供股股份申請的退款支票(如有)，預期將於2023年12月13日(星期三)或前後以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

額外H股供股股份

合資格H股股東(中國港股通投資者除外)可透過額外申請的方式申請任何已暫定配發但未獲合資格H股股東接納或未獲未繳股款H股供股權的承讓人另行認購的H股供股股份、任何屬除外H股股東任何未出售配額的H股供股股份及任何未售出H股供股股份的零碎配額。

額外H股供股股份僅應由合資格H股股東(中國港股通投資者除外)作出申請。倘合資格H股股東(中國港股通投資者除外)有意申請其暫定配額以外的額外H股供股股份，其必須根據額外申請表格上印列的指示填妥及簽署額外申請表格，並在不遲於2023年12月5日(星期二)下午四時正或上文「惡劣天氣的影響」一段所述的有關較後日期前將額外申請表格連同有關所申請的額外H股供股股份於申請時應付款項的單獨支票或銀行本票送交H股股份過戶登記處。所有股款必須以港元繳付。支票必須以香港持牌銀行的賬戶開出，而銀行本票必須由香港持牌銀行發出，並註明抬頭人為「**ZHEJIANG EXPRESSWAY CO LTD – EAF**」及以「**只准入抬頭人賬戶**」劃線方式開出。額外H股供股股份之任何付款應向上約整至兩個小數點。本公司可全權酌情將並未按相關指示填妥的額外申請表格視作有效，並對自行或由代表送交該表格的人士具有約束力。

The Board will allocate the excess H Rights Shares (if any) at its sole and absolute discretion on a fair and equitable basis. All excess H Rights Shares will be allocated to Qualified H Shareholders (other than the PRC Southbound Trading Investors) who have applied for excess H Rights Shares on a pro rata basis with reference to their number of excess H Rights Shares applied for. No reference will be made to H Rights Shares comprised in applications by provisional allotment letter or the existing number of H Shares held by the Qualified H Shareholders.

If the aggregate number of H Rights Shares not taken up by the Qualified H Shareholders under the Provisional Allotment Letters is greater than the aggregate number of excess H Rights Shares applied for through the Excess Application Forms, the Company will allocate to each Qualified H Shareholder (other than the PRC Southbound Trading Investors) who applies for excess H Rights Shares in full application. No preference will be given to topping up odd lots to whole board lots. There is no guarantee that Qualified H Shareholders with odd lots of H Rights Shares will be topped up to whole board lots pursuant to their applications for excess H Rights Shares.

Beneficial H Shareholders whose H Shares are held by a nominee company (including HKSCC Nominees), should note that the Board will regard the nominee company (including HKSCC Nominees) as a single H Shareholder according to the H-share Register. Accordingly, Beneficial H Shareholders should note that the aforesaid arrangement for the allocation of the excess H Rights Shares will not be extended to Beneficial H Shareholders individually.

FRACTIONAL ENTITLEMENTS

The entitlements of Qualified H Shareholders will be rounded down to the nearest whole number and fractional entitlements to H Rights Shares will not be provisionally allotted to Qualified H Shareholders. Nil-paid H Rights representing the aggregate of all the fractional entitlements to H Rights Shares (rounded down to the nearest whole number) will be provisionally allotted to the Company or a nominee appointed by the Company and, if a premium (net of expenses) can reasonably be obtained, will be sold by the Company or its appointed nominee in the market as soon as practicable after dealing in the Nil-paid H Rights commences and the net proceeds of sale (after deduction of expenses of sale) will be retained by the Company for its own benefit. Any unsold fractions of H Rights Shares will be available for excess application by Qualified H Shareholders.

Odd Lot Arrangement

In order to facilitate the trading of odd lots of the H Shares arising from the Rights Issue, the Company has appointed Zheshang International Financial Holdings Co., Limited as the broker to match the purchase and sale of odd lots of the Shares at the ordinary odd lot trading quotes during the period from December 14, 2023 to January 17, 2024 (both days inclusive). Holders of the H Shares in odd lots represented by valid share certificates for the H Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a new full board lot, may directly or through their brokers, contact Mr. LAU Ka Hei at (852) 2180 6499 or Mr. YONG Sai Long at (852) 2180 6499 or by facsimile at (852) 2180 6598 during such period. Holders of odd lots of H Shares should note that successful matching of the sale and purchase of odd lots of H Shares is on a best effort basis and not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

This PAL shall only be sent to the Qualified H Shareholders only.

Distribution of this PAL and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by laws. Persons (including, but not limited to, agents, custodians, nominees and trustees) who come into possession of the Prospectus Documents should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction.

This PAL and the other Prospectus Documents do not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any securities (including the Shares and the H Rights Shares (in their nil-paid or fully-paid forms)) or to take up entitlements to any securities (including the Shares and the H Rights Shares (in their nil-paid or fully-paid forms)) in any jurisdiction in which such an offer or solicitation is unlawful.

The Prospectus Documents will not be registered or filed under any applicable securities or equivalent legislation of any jurisdiction other than Hong Kong.

董事會將按公正公平基準，全權及絕對酌情分配額外H股供股股份(如有)。所有額外H股供股股份將參考所申請額外H股供股股份的數目按比例分配予已作出申請的合資格H股股東(中國港股通投資者除外)，不會考慮在暫定配額通知書中申請的H股供股股份或合資格H股股東的現有H股持股數量。

倘未獲合資格H股股東根據暫定配額通知書接納的H股供股股份總數多於透過額外申請表格申請的額外H股供股股份總數，則本公司將向申請額外H股供股股份的每名合資格H股股東(中國港股通投資者除外)悉數分配。概不會優先考慮湊整零碎股至一手完整買賣單位，亦不保證擁有零碎H股供股股份之合資格H股股東可根據其額外H股供股股份之申請而湊足至一手完整買賣單位。

透過代理人公司(包括香港結算代理人)持有H股的實益H股股東務請注意，董事會將根據H股股東名冊視代理人公司(包括香港結算代理人)為單一H股股東。因此，實益H股股東務須注意，上述分配額外H股供股股份的安排將不會個別適用於實益H股股東。

零碎配額

合資格H股股東的配額將向下約整至最接近的整數，且H股供股股份的零碎配額將不會被暫定配發予合資格H股股東。待未繳股款H股供股權開始買賣後，相當於H股供股股份所有零碎配額總和(向下約整至最接近的整數)的未繳股款H股供股權將暫定配發予本公司或本公司委任的代名人，且(在扣除開支後可合理獲得溢價之情況下)將由本公司或其委任的代名人在可行情況下盡快在市場出售，出售的募集資金淨額(扣除出售費用)將由本公司撥歸己有。H股供股股份的任何未出售零碎部分將可供合資格H股股東作出額外申請。

碎股安排

為方便買賣本次供股產生的H股碎股，本公司已委任浙商國際金融控股有限公司為經紀人，於2023年12月14日至2024年1月17日(包括首尾兩日)期間按一般碎股交易報價對碎股買賣進行對盤。倘H股有效股票所代表之H股碎股持有人有意利用此項安排出售其碎股或將其補足至一手完整之新買賣單位，可於該期間直接或通過其經紀人聯繫劉家熙先生，電話：(852) 2180 6499或楊世朗先生，電話：(852) 2180 6499或傳真至(852) 2180 6598。H股碎股持有人務請留意，H股碎股買賣的成功對盤乃按竭誠基準進行，無法保證能成功對盤。股東如對碎股安排有任何疑問，建議諮詢其專業顧問。

派發本暫定配額通知書及其他章程文件

本暫定配額通知書僅向合資格H股股東寄發。

派發本暫定配額通知書及其他章程文件至香港以外的司法權區可能受法律限制。收到章程文件之任何人士(包括但不限於代理人、託管人、代名人及受託人)須自行了解並且遵守任何該等限制。未能遵守有關限制可能構成違反任何該等司法權區之證券法例。

於有關要約或招攬屬違法的任何司法權區，本暫定配額通知書及其他章程文件不構成亦不屬於任何出售或發行要約或邀請的一部分，或任何招攬購買任何證券(包括股份及H股供股股份(以未繳或繳足股款形式))或認購任何證券(包括股份及H股供股股份(以未繳或繳足股款形式))配額的任何要約。

除香港外，章程文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。

QUALIFIED H SHAREHOLDERS AND EXCLUDED H SHAREHOLDERS

To qualify for the H Share Rights Issue and to accept the H Rights Shares provisionally allotted under this PAL, an H Shareholder must have been registered as a member of the Company on Monday, November 20, 2023 and not be an Excluded H Shareholder. Excluded H Shareholders are:

- (i) H Shareholders whose name(s) appear in the H-share Register on Monday, November 20, 2023 and whose address(es) as shown in such register is/are in any of the Specified Territories or any other place outside of Hong Kong, except for those H Shareholders with addresses in the United States, China, the United Kingdom, Netherlands, Germany, Sweden, Malaysia, Singapore, Denmark, Norway, and France who fulfil the relevant requirements to the satisfaction of the Company; and
- (ii) any H Shareholders or Beneficial H Shareholders at that time who are otherwise known by the Company to be resident in any of the Specified Territories or any other place outside of Hong Kong, except for those H Shareholders or Beneficial H Shareholders with addresses in the United States, China, the United Kingdom, Netherlands, Germany, Sweden, Malaysia, Singapore, Denmark, Norway, and France who fulfil the relevant requirements to the satisfaction of the Company.

Beneficial H Shareholders may or may not be eligible to take part in the H Share Rights Issue.

Notwithstanding any other provision in the Prospectus Documents, the Company reserves the right to permit any H Shareholder or Beneficial H Shareholder to participate in the H Share Rights Issue and take up his/her/its entitlement to the H Rights Shares if the Company, in its absolute discretion, is satisfied that the offer under the H Share Rights Issue is exempt from or not subject to the legislation or regulations giving rise to the restrictions in questions.

The Company also reserves the right to refuse to accept any application for H Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

Receipt of this PAL and/or any other Prospectus Documents or the crediting of H Share Rights Shares in nil-paid form to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this PAL and/ or any other Prospectus Documents must be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, but not limited to, agents, custodians, nominees and trustees) who receive a copy of this PAL and/or any other Prospectus Documents should not, in connection with the H Share Rights Issue, distribute or send the same in, into or from, or transfer Nil-paid H Rights to any person in, into or from, any of the Specified Territories. If a PAL and/or any other Prospectus Documents or any credits of Nil-paid H Rights to a stock account in CCASS are received by any person in any Specified Territories, or by his/her/its/their agent, custodian, nominee or trustee, he/she/it/they must not seek to take up such Nil-paid H Rights or transfer this PAL or transfer such Nil- paid H Rights in CCASS (if applicable) unless such person is able to demonstrate to the satisfaction of the Company, or the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, but not limited to, agents, custodians, nominees and trustees) who does forward this PAL or any other Prospectus Documents in, into or from any Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

合資格H股股東及除外H股股東

為符合資格參與H股供股及接納根據本暫定配額通知書所暫定配發的H股供股股份，H股股東於2023年11月20日(星期一)須已登記為本公司的股東，且不得為除外H股股東。除外H股股東為：

- (i) 於2023年11月20日(星期一)名列H股股東名冊且於該股東名冊內所示地址位於任何指定地區或香港以外其他地區之H股股東(惟地址位於美國、中國、英國、荷蘭、德國、瑞典、馬來西亞、新加坡、丹麥、挪威及法國且本公司信納符合有關規定之H股股東除外)；及
- (ii) 當時據本公司另行得悉為任何指定地區居民或香港以外其他地區之任何H股股東或實益H股股東(惟地址位於美國、中國、英國、荷蘭、德國、瑞典、馬來西亞、新加坡、丹麥、挪威及法國且本公司信納符合有關規定之H股股東或實益H股股東除外)。

實益H股股東未必符合資格參與H股供股。

儘管章程文件有任何其他規定，倘本公司全權酌情信納根據H股供股提出的要約獲豁免或毋須遵守引致有關限制之法例或法規之情況下，則本公司保留允許任何H股股東或實益H股股東參與H股供股及承購其H股供股股份配額的權利。

倘本公司相信接納任何H股供股股份申請會違反任何司法權區的適用證券或其他法律或法規，則其亦保留拒絕接納有關申請的權利。

收取本暫定配額通知書及／或任何其他章程文件或將未繳股款H股供股股份存入中央結算系統的股份賬戶並不會亦將不會構成在提呈要約屬違法的該等司法權區提呈要約，而在該等情況下，本暫定配額通知書及／或其他章程文件必須被視為僅供參考而發出，且不應複印或轉發。收取本暫定配額通知書及／或任何其他章程文件的人士(包括但不限於任何代理人、託管人、代名人及受託人)，不應就H股供股在、向或自任何特定地區分發或寄發有關文件，或將未繳股款H股供股權轉讓予身在、前往或來自任何特定地區的任何人士。倘於任何特定地區的任何人士或其代理人、託管人、代名人或受託人收取暫定配額通知書及／或任何其他章程文件或存入中央結算系統的股份賬戶的任何未繳股款H股供股權，則其不得尋求接納該等未繳股款H股供股權或轉讓本暫定配額通知書或轉讓該等在中央結算系統的未繳股款H股供股權(如適用)，除非該名人士能向本公司證明並令其信納或本公司確定該等行動不會違反適用法律或監管規定。在、向或自任何特定地區轉發本暫定配額通知書或任何其他章程文件的任何人士(包括但不限於代理人、託管人、代名人及受託人)，不論基於合約或法律責任或其他理由，均應提醒收件人注意本節內容。

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this PAL, each subscriber of H Rights Shares being offered and sold outside the United States hereby represents and warrants to the Company and the Underwriters and to any person acting on their behalf, unless in their sole discretion, the Company and the Underwriters waive such requirement expressly in writing that:

- i. he/she/it was an H Shareholder at the H Share Record Date, or he/she/it lawfully acquired or may lawfully acquire the Nil-paid H Rights, directly or indirectly, from such a person;
- ii. he/she/it is not located in any other jurisdiction in which it is unlawful to purchase or take up the Nil-paid H Rights or subscribe for or accept H Rights Shares;
- iii. he/she/it is not resident or located in, or a citizen of, the United States;
- iv. he/she/it is not accepting an offer to purchase or take up the Nil-paid H Rights or subscribe for or accept H Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of, the United States at the time the instruction to accept was given;
- v. he/she/it is not doing so for the account of any person who is located in the United States, unless:
 - a. the instruction to purchase or take up the Nil-paid H Rights or to subscribe for or accept H Rights Shares was received from a person outside the United States; and
 - b. the person giving such instruction has confirmed that he/she/it (x) has the authority to give such instruction and (y) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the H Rights Shares in an “offshore transaction” within the meaning of Regulation S under the U.S. Securities Act;
- vi. he/she/it is acquiring the Nil-paid H Rights and/or the H Rights Shares in an “offshore transaction” as defined in Regulation S under the U.S. Securities Act;
- vii. he/she/it has not been offered the H Rights Shares by means of any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act;
- viii. he/she/it is not purchasing or taking up the Nil-paid H Rights or subscribing for or accepting the H Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such Nil-paid H Rights or H Rights Shares into the United States or any other jurisdiction referred to in paragraph (ii) above;
- ix. he/she/it understands that neither the Nil-paid H Rights nor the H Rights Shares have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the Nil-paid H Rights or H Rights Shares are being distributed and offered outside the United States in reliance on Regulation S under the U.S. Securities Act. Consequently, he/she/it understands the Nil-paid H Rights or H Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act.

聲明及保證

填妥、簽署及交回本暫定配額通知書，即表示在美國境外提呈發售及出售之H股供股股份之每名認購人據此向本公司及承銷商及代彼等行事之任何人士作出以下聲明及保證(除非本公司及承銷商全權酌情決定以書面方式明確豁免有關規定)：

- i. 彼於H股股權登記日為H股股東，或彼已合法或可合法直接或間接從有關人士取得未繳股款H股供股權；
- ii. 彼並非位於購買或接納未繳股款H股供股權或認購或接納H股供股股份即屬違法之任何其他司法權區內；
- iii. 彼並非居於或身處美國，亦非美國公民；
- iv. 彼並非按非全權委託形式為於發出接納指示時居於或身處美國，或為美國公民之人士代為購買或接納未繳股款H股供股權或認購或接納H股供股股份之要約；
- v. 彼並非代身處美國之任何人士行事，除非：
 - a. 接到美國以外地區人士之購買或接納未繳股款H股供股權或認購或接納H股供股股份之指示；及
 - b. 發出該項指示之人士確認彼(x)有權發出該項指示，及(y) (A)對該賬戶擁有投資決定權；或(B)為以《美國證券法》下的S規例所界定之「離岸交易」方式收購H股供股股份之投資經理或投資公司；
- vi. 彼乃於《美國證券法》下的S規例所界定之「離岸交易」中收購未繳股款H股供股權及／或H股供股股份；
- vii. 彼並非以《美國證券法》下的S規例所界定之任何「定向銷售行動」方式獲提呈發售H股供股股份；
- viii. 彼購買或接納未繳股款H股供股權或認購或接納H股供股股份之目的並非為直接或間接向美國或上文第(ii)段所述之任何其他司法權區發售、出售、配發、接納、行使、轉售、放棄、抵押、轉讓、交付或分派任何該等未繳股款H股供股權或H股供股股份；
- ix. 彼知悉，未繳股款H股供股權及H股供股股份均無亦將不會根據《美國證券法》或在美國任何州、地區或領地之任何證券監管當局登記，而未繳股款H股供股權或H股供股股份乃依據《美國證券法》下的S規例在美國境外派發及發售。因此，彼知悉，未繳股款H股供股權或H股供股股份不可在或向美國發售、出售、質押或以其他方式轉讓，惟依據《美國證券法》登記規定之豁免或在無須遵守《美國證券法》登記規定之交易除外。

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees is subject to any of the representations and warranties above.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the H Rights Shares. Further copies of the Prospectus are available at the H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Nil-paid H Rights are expected to be traded in board lots of 2,000 shares (as the existing H Shares are currently traded on the Hong Kong Stock Exchange in board lots of 2,000 shares). References in this PAL to time are to Hong Kong time unless otherwise stated.

By completing, signing and submitting this PAL, you agree to disclose to the Company and/or its H Share Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of H Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or its H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the Company and its H share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Room 1710B, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the H share Registrar.

By order of the Board of
Zhejiang Expressway Co., Ltd.
YUAN Yingjie
Chairman

為免生疑問，香港結算及香港結算代理人概不會受上述任何聲明及保證所規限。

一般事項

本暫定配額通知書連同(如相關)由獲發本暫定配額通知書的人士所簽署的轉讓及提名表格一經交回，即為交回的一名或多名人士有權處理暫定配額通知書及收取分拆的暫定配額通知書及／或H股供股股份股票的最終憑證。如需額外的供股章程，可於H股股份過戶登記處香港證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)索取。

所有文件(包括退款支票)將以平郵方式寄予相關申請人或其他應得的人士，郵誤風險概由彼等自行承擔。

本暫定配額通知書及接納其中所載的所有要約均須受香港法例管轄及按香港法例詮釋。預期未繳股款H股供股權將以2,000股之每手買賣單位進行買賣(現有H股目前以2,000股之每手買賣單位在香港聯交所進行買賣)。除另有說明者外，本暫定配額通知書內所提及的時間均為香港時間。

填妥、簽署及交回本暫定配額通知書，即表示閣下同意向本公司及／或其H股股份過戶登記處及彼等各自的顧問及代理人披露個人資料及彼等所需而有關於閣下或閣下為其利益而接納暫定配發的H股供股股份的人士的任何資料。香港法例第486章《個人資料(私隱)條例》給予證券持有人權利可確定本公司或其H股股份過戶登記處是否持有其個人資料、索取有關資料的副本，以及更正任何不準確的資料。根據香港法例第486章《個人資料(私隱)條例》，本公司及其H股股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類的資料的所有要求，應寄往本公司的香港主要營業地址(地址為香港灣仔港灣道1號會展廣場辦公大樓1710B室)或根據適用法律不時通知的地點，並註明收件人為公司秘書或(視乎情況而定)H股股份過戶登記處。

承董事會命
浙江滬杭甬高速公路股份有限公司
董事長
袁迎捷

2023年11月21日