

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company or Oceanking Development, nor is it any solicitation of any vote or approval in any jurisdiction. This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



*(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 0576)*

**(1) PROPOSED FORMULATION OF THE ARTICLES OF
ASSOCIATION (DRAFT) AND ITS APPENDICES TO
BE APPLIED UPON LISTING OF A SHARES OF THE COMPANY;
AND**

**(2) PROGRESS ON DISCLOSEABLE TRANSACTION AND
CONNECTED TRANSACTION – ABSORPTION AND MERGER OF
OCEANKING DEVELOPMENT THROUGH SHARE SWAP AND
ISSUANCE OF A SHARES UNDER SPECIFIC MANDATE**

**I. PROPOSED FORMULATION OF THE ARTICLES OF ASSOCIATION (DRAFT)
AND ITS APPENDICES TO BE APPLIED UPON LISTING OF A SHARES OF THE
COMPANY**

References are made to the announcements of the Company dated August 19, 2025, September 2, 2025 and January 12, 2026, in relation to proposed Absorption and Merger of Oceanking Development through Share Swap and Issuance of A Shares under specific mandate by the Company as well as proposed abolishment of the Supervisory Committee and amendments to the Articles of Association (the “**Previous Amendments to the Articles of Association**”). In order to follow the requirements of the SSE on the standard operation of A-share listed companies, meet the needs of the Company after the listing of its A Shares, implement the provisions of the Company Law, the Securities Law, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other laws, regulations and normative documents, further strengthen corporate compliance development of the Company, and enhance corporate governance standards of the Company, the Board of Directors of the Company has, on the basis of the Previous Amendments to the Articles of Association (subject to consideration and approval by the shareholders of the Company at the general meeting for taking effect) and the Rules of Procedure for the Board of Directors of Zhejiang Expressway Co., Ltd. (Amended Version) considered and approved at the 20th meeting of the 10th Board of Directors of the Company, considered and approved the Articles of Association of Zhejiang Expressway Co., Ltd. (Draft) (the “**Articles of Association (Draft)**”) and its appendices, the Rules of Procedure for Shareholders’ Meeting of Zhejiang Expressway Co., Ltd. (Draft) and the Rules of Procedure for the Board of Directors of Zhejiang Expressway Co., Ltd. (Draft), which will be applied from the date of listing of A Shares of the Company on the Main Board of the Shanghai Stock Exchange.

A special resolution regarding the proposed formulation of the Articles of Association (Draft) and its appendices will be proposed at the general meeting and the class meetings for the shareholders of the Company to consider and approve. The Articles of Association (Draft) and its appendices shall come into effect from the date on which the A Shares issued by the Company are listed on the Shanghai Stock Exchange after being considered and approved at the general meeting and the class meetings of the Company.

II. PROGRESS ON DISCLOSEABLE TRANSACTION AND CONNECTED TRANSACTION – ABSORPTION AND MERGER OF OCEANKING DEVELOPMENT THROUGH SHARE SWAP AND ISSUANCE OF A SHARES UNDER SPECIFIC MANDATE

References are made to the announcements dated August 19, 2025, September 2, 2025 and January 12, 2026 (the “**Announcements**”) of the Company, in relation to proposed Absorption and Merger of Oceanking Development through Share Swap and Issuance of A Shares under specific mandate by the Company; and entering into of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreement (I) between the Company and Oceanking Development on September 2, 2025 and January 12, 2026, respectively.

1. Entering into of the Supplemental Agreement (II) and Update of the Plan for the Transaction

On January 30, 2026, the Company and Oceanking Development entered into the conditional Supplemental Agreement (II) to the Agreement on Absorption and Merger through Share Swap between Zhejiang Expressway Co., Ltd. and Zhejiang Oceanking Development Co., Ltd. (the “**Supplemental Agreement (II)**”, together with the Supplemental Agreement (I), the “**Supplemental Agreements**”) for the Transaction, and prepared the Report on Absorption and Merger of Zhejiang Oceanking Development Co., Ltd. through Share Swap by Zhejiang Expressway Co., Ltd. and Related-party Transaction (Draft) (the “**MAR Report (Draft)**”) and its summary. The Supplemental Agreement (II) shall constitute an integral part of the Agreement on Absorption and Merger through Share Swap and shall have the same legal effect as the Agreement on Absorption and Merger through Share Swap. In the event of any inconsistency between the provisions of the Supplemental Agreement (II) and those of the Agreement on Absorption and Merger through Share Swap, the provisions of the Supplemental Agreement (II) shall prevail. Matters not addressed in the Supplemental Agreement (II) shall continue to be governed by the provisions of the Agreement on Absorption and Merger through Share Swap. The Supplemental Agreement (II) shall be formed upon being signed by the legal representatives of both parties and affixed the official seals of the parties, and shall take effect simultaneously with the Agreement on Absorption and Merger through Share Swap. In the event that the Agreement on Absorption and Merger through Share Swap is terminated or rescinded, the Supplemental Agreement (II) shall be terminated or rescinded simultaneously. The updates of the plan for the Transaction in the Supplemental Agreement (II) and the MAR Report (Draft) and its summary are as follows:

Zhejiang Expressway will absorb and merge Oceanking Development by issuing A Shares to all shareholders of Oceanking Development in exchange for the shares of Oceanking Development they held, with Zhejiang Expressway as the absorbing and merging party and Oceanking Development as the absorbed and merged party.

Upon completion of the Absorption and Merger through Share Swap, Oceanking Development will be delisted and its legal person status will be deregistered. As the Surviving Company, Zhejiang Expressway and/or its designated subsidiaries will succeed to or assume all assets, liabilities, businesses, contracts, qualifications, employees, and all other rights and obligations of Oceanking Development. A Shares to be issued by Zhejiang Expressway for the Absorption and Merger and its existing Domestic Shares will be applied for listing and trading on the Main Board of the SSE.

Parties to the Transaction

The absorbing and merging party in the Absorption and Merger through Share Swap is Zhejiang Expressway, and the absorbed and merged party is Oceanking Development.

Class and par value of shares to be issued for the Share Swap

The RMB ordinary shares (A Shares) of Zhejiang Expressway to be issued by Zhejiang Expressway for the purpose of the Absorption and Merger through Share Swap have a par value of RMB1 per share.

Share Swap targets and the Record Date for Merger Implementation

The targets of the Share Swap are all shareholders of Oceanking Development whose name appears on the shareholders' register of Oceanking Development at the close of business of the Record Date for Merger Implementation. As at the Record Date for Merger Implementation, shares of Oceanking Development held by shareholders of Oceanking Development who have not declared, partially declared, are not entitled to declare, or have invalidly declared the exercise of the Cash Option, as well as shares of Oceanking Development held by the Cash Option Provider due to provision of the Cash Option, will all be converted into A Shares to be issued by Zhejiang Expressway for the Absorption and Merger through Share Swap at the Conversion Ratio.

The boards of directors of the A&M Parties will announce the Record Date for Merger Implementation separately after the consent for registration is obtained from the CSRC with respect to the Merger.

Issue Price of A Shares of Zhejiang Expressway

The Issue Price of A Shares of Zhejiang Expressway is RMB13.50 per share, representing a premium of approximately 119.01%¹ over the closing price of HKD6.76 per H Share of Zhejiang Expressway on the Hong Kong Stock Exchange on September 2, 2025 (i.e., the date of Zhejiang Expressway's first Board meeting held to consider and approve the plan for the Transaction).

¹ The exchange rate between HKD and RMB used is the RMB central parity rate of HKD1 to RMB0.91183 as announced by the People's Bank of China on September 2, 2025.

If Zhejiang Expressway undergoes any ex-rights or ex-dividend events, including but not limited to distribution of cash dividends or stock dividends, conversion of capital reserve into share capital, or rights issue from the Pricing Benchmark Date to the Share Swap Implementation Date (both days inclusive), the aforementioned Issue Price shall be adjusted accordingly (the formula is as follows). No further adjustments to the Issue Price shall be made under any other circumstances.

$$P1 = (P0 - D + A \times K) / (1 + K + N)$$

Where $P0$ represents the Issue Price before adjustment; N represents the number of bonus shares or share capital converted from capital reserve for every share; K represents the number of newly issued shares or rights issue shares for every share; A represents the price per share for newly issued shares or rights issue shares; D represents the dividend per share; $P1$ represents the Issue Price after adjustment.

Conversion Price of Oceanking Development

The Conversion Price of Oceanking Development is RMB14.58 per share, representing a discount of approximately 4.64% to the closing price of RMB15.29 per A Share of Oceanking Development on the SSE on August 19, 2025².

If Oceanking Development undergoes any ex-rights or ex-dividend events, including but not limited to distribution of cash dividends or stock dividends, conversion of capital reserve into share capital, or rights issue from the Pricing Benchmark Date to the Share Swap Date (both days inclusive), the aforementioned Conversion Price will be adjusted accordingly (the formula is as follows). No further adjustments to the Conversion Price shall be made under any other circumstances.

$$P1 = (P0 - D + A \times K) \div (1 + K + N)$$

Where $P0$ represents the Issue Price before adjustment; N represents the number of bonus shares or share capital converted from capital reserve for every share; K represents the number of newly issued shares or rights issue shares for every share; A represents the price per share for newly issued shares or rights issue shares; D represents the dividend per share; $P1$ represents the Issue Price after adjustment.

The Issue Price of A Shares of Zhejiang Expressway and the Conversion Price of Oceanking Development are determined based on the principle of taking into account the interests of shareholders of the Merging Parties, after comprehensive consideration of the overall business conditions, profitability, risk resistance capabilities of the Merging Parties, valuation levels of comparable companies and comparable transactions in the industry and other factors.

² According to the relevant requirements of the SSE, trading in A Shares of Oceanking Development has been suspended since the opening of the market on August 20, 2025. The last trading day of A Shares of Oceanking Development on the SSE prior to the halt for the Transaction was August 19, 2025.

Conversion Ratio

The Conversion Ratio shall be calculated according to the following formula: Conversion Ratio = Conversion Price of Oceanking Development/Issue Price of A Shares of Zhejiang Expressway (the calculation result shall be rounded to four decimal places). The Conversion Ratio for the Merger is 1:1.0800, meaning that each A share of Oceanking Development held by the Conversion Shareholders of Oceanking Development can be exchanged for 1.0800 A Shares to be issued by Zhejiang Expressway.

From the Pricing Benchmark Date to the Share Swap Implementation Date (both days inclusive), unless any of the A&M Parties undergoes ex-rights or ex-dividend events including but not limited to distribution of cash dividends or stock dividends, conversion of capital reserve into share capital, or rights issue, or if any circumstance occurs in which Issue Price or Conversion Price is required to be adjusted in accordance with relevant laws and regulations, or as required by regulatory authorities, the Conversion Ratio shall not be adjusted under any other circumstances.

Number of shares to be issued for Share Swap

As at September 30, 2025, the total share capital of Oceanking Development was 441,971,017 shares, and the outstanding balance of Oceanking Convertible Bonds was RMB579,683,000. Assuming all outstanding convertible bonds of Oceanking Development³ are converted into shares subsequently, and based on the aforementioned Conversion Ratio, the maximum number of shares to be issued by Zhejiang Expressway for the Transaction shall not exceed 533,226,702 shares. The actual number of shares to be issued will be determined based on the registration documents for the Transaction issued by the CSRC and the final number of Oceanking Development shares participating in the Share Swap.

If either of the A&M Parties undergoes any ex-rights and ex-dividend events including but not limited to distribution of cash dividends or stock dividends, conversion of capital reserve into share capital, or rights issue, from the Pricing Benchmark Date to the Share Swap Date (both days inclusive), the above number of shares to be issued for the Share Swap will be adjusted accordingly.

³ Pursuant to the Approval for the Registration of Convertible Corporate Bonds Issued by the Company to Unspecified Subscribers (CSRC Permit [2023] No. 2408) (《關於公司向不特定對象發行可轉換公司債券註冊的批覆》) (證監許可[2023]2408號) issued by the CSRC, Oceanking Development issued 6.6 million convertible corporate bonds to unspecified subscribers on December 29, 2023, with each bond having a par value of RMB100 and a total issue amount of RMB660 million. Pursuant to the Self-Regulatory Decision Letter (Circular [2024] No. 8) (自律監管決定書[2024]8號文) issued by the SSE, the RMB660 million convertible corporate bonds of Oceanking Development were listed and traded on the SSE from January 17, 2024, with the bond abbreviation “Oceanking Convertible Bonds (鎮洋轉債)” and bond code “113681”. As at September 30, 2025, an aggregate of RMB80,317,000 of “Oceanking Convertible Bonds” was converted into shares of Oceanking Development. The cumulative number of shares derived from such conversion was 7,171,017 shares, and the total share capital of Oceanking Development was 441,971,017 shares.

Listing and trading of A Shares of Zhejiang Expressway

Upon completion of the Absorption and Merger through Share Swap, the A Shares to be issued by Zhejiang Expressway for the Absorption and Merger through Share Swap and A Shares to be converted from the existing Domestic Shares of Zhejiang Expressway will be applied for listing and trading on the Main Board of the SSE.

Treatment of fractional shares

The number of A Shares of Zhejiang Expressway to be obtained by the Conversion Shareholders of Oceanking Development shall be in whole numbers, and if the number of A Shares of Oceanking Development to be held by them multiplied by the Conversion Ratio is not in whole numbers, the share will be distributed sequentially according to the decimal part, one share for each shareholder, until the actual number of shares converted is equal to the number of shares planned to be issued. In case the number of shareholders with the same decimal number exceeds the remaining shares, the shares will be allotted randomly by computer system until the actual number of shares converted is equal to the number of shares planned to be issued.

Treatment of shares of Oceanking Development with restricted rights

If the shares of Oceanking Development held by the shareholders of Oceanking Development are pledged, frozen, seized or subject to any Restrictions on Rights, all such shares shall be converted into A Shares to be issued by Zhejiang Expressway during the Share Swap process, while the original pledges, freezing, seizures or other Restrictions on Rights, on such shares will remain unchanged and become attaching to the corresponding A Shares of Zhejiang Expressway obtained through the Share Swap.

Arrangement for lock-up period of shares

Regarding the shares of Zhejiang Expressway that are issued before the Transaction and held directly and indirectly by Communications Group (excluding H Shares) and A Shares of Zhejiang Expressway to be obtained by Communications Group through the Transaction (collectively “**Shares of Zhejiang Expressway Held**”), Communications Group undertakes as follows:

- “1. Within 36 months from the date when the A Shares of Zhejiang Expressway are listed and traded, Communications Group shall not transfer or entrust others to manage the Shares of Zhejiang Expressway Held nor have such shares repurchased by Zhejiang Expressway. Within six months after the listing of A Shares of Zhejiang Expressway, if the closing prices of A Shares of Zhejiang Expressway are lower than the Issue Price for 20 consecutive trading days, or the closing price at the end of six months after the listing is lower than the Issue Price, Communications Group undertakes that the lock-up period of the Shares of Zhejiang Expressway Held shall be automatically extended for six months.

2. If relevant laws, regulations and normative documents or securities regulatory authorities such as the CSRC impose other requirements for the lock-up period of shares, Communications Group agrees to make adjustments to the lock-up period of Shares of Zhejiang Expressway Held accordingly.
3. Communications Group undertakes to bear and compensate for all losses caused to Zhejiang Expressway and its controlled enterprises due to any breach of the above undertakings or any violation of relevant laws, regulations and normative documents.
4. If any of the following circumstances occurs after one year from the date of listing of the A Shares of Zhejiang Expressway, Communications Group may, upon application by Communications Group and with approval by the SSE, be exempted from complying with the undertaking in the above paragraph 1: (I) the transferor and the transferee have an actual control relationship, or both are controlled by the same controller, and the transferee undertakes to continue complying with the above undertakings; (II) other circumstances as determined by the SSE.”

Protection mechanism for the Dissenting Shareholders of Zhejiang Expressway

To fully protect the interests of shareholders of Zhejiang Expressway, Zhejiang Expressway will grant its dissenting shareholders Put Options in accordance with the Company Law and the provisions of the existing Articles of Association of Zhejiang Expressway.

The Put Option Provider for the Transaction is Universal Cosmos.

At the general meeting and relevant class meetings of Zhejiang Expressway convened to consider the Transaction, shareholders of Zhejiang Expressway who cast valid dissenting votes on all resolutions related to the plan for the Transaction, and each of sub-resolutions voted separately, as well as the resolutions regarding entering into of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements, shall have the right to request the Put Option Provider to purchase shares of Zhejiang Expressway held by them at a fair price.

After the acquisition of the shares held by dissenting shareholders at a fair price as requested by the dissenting shareholders, such dissenting shareholders shall no longer be entitled to claim the Put Option against Zhejiang Expressway and/or other shareholders who have cast valid affirmative votes on the resolutions relating to the plan for the Transaction.

Any Dissenting Shareholder of Zhejiang Expressway who exercises the Put Option is entitled to, for each share of Zhejiang Expressway validly declared, receive cash consideration paid by the Put Option Provider at the Put Option Price on the Put Option Exercise Date, and simultaneously transfer the corresponding shares to the Put Option Provider. The Put Option Provider shall, on the Put Option Exercise Date, acquire all shares of Zhejiang Expressway for which Dissenting Shareholders of Zhejiang Expressway exercise the Put Option, and shall pay the corresponding cash consideration.

The Dissenting Shareholders of Zhejiang Expressways shall satisfy all of the following conditions to exercise the Put Option:

- 1) having cast effective dissenting votes in respect of relevant resolutions and each of the sub-resolutions voted separately regarding the plan for the Transaction and relevant resolutions regarding entering into of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements at the general meeting and the corresponding class meetings convened by Zhejiang Expressway for consideration of the Transaction;
- 2) having been effectively registered on the register of members of Zhejiang Expressway since the record date of the general meeting and class meetings of Zhejiang Expressway applicable to such class shareholders convened for consideration of the Transaction, and continuing to hold the shares for which they intend to exercise the Put Option until the Put Option Exercise Date;
- 3) having successfully fulfilled relevant declaration procedures during the Declaration Period of Put Option;
- 4) no circumstance that excludes the right to claim the exercise of the Put Option.

Shareholders who have fulfilled the above conditions only have the right to declare the exercise of the Put Option for the shares with which they have cast dissenting votes. If the Dissenting Shareholders of Zhejiang Expressway sell their shares (including but not limited to judicially compulsory deductions, etc.) after the record date of the general meeting and class meetings of the Company convened for consideration of the Transaction, the number of shares eligible for the Put Option shall be decreased accordingly; if the Dissenting Shareholders of Zhejiang Expressway purchase shares after the record date of the general meeting and class meetings of the Company convened for consideration of the Transaction, the number of shares eligible for the Put Option shall not increase, and such shares shall not be entitled to the Put Option.

Dissenting Shareholders of Zhejiang Expressway who hold the following shares are not entitled to exercise their Put Option in respect of the shares they hold:

- 1) those shares of Zhejiang Expressway subject to Restrictions on Rights, including but not limited to the shares subject to any pledges, other third party's rights or judicial freeze, and other transfer restrictions under laws and regulations;
- 2) those shares for which the legal holders have undertaken in writing to Zhejiang Expressway to surrender the Put Option;
- 3) other shares that are not eligible for exercising the Put Option under applicable laws.

The detailed arrangements for the Put Option (including but not limited to the Put Option Exercise Date, the declaration, settlement and closing of the Put Option, etc.) will be determined by Zhejiang Expressway and the Put Option Provider through negotiation and will be disclosed in accordance with the requirements of the laws, regulations and the Hong Kong Stock Exchange in a timely manner. The Company will make further announcements when appropriate.

The relevant taxes and fees arising from the exercise of the Put Option shall be borne by the dissenting shareholders of the Put Option, the Put Option Provider and other parties in accordance with the requirements of relevant applicable laws, regulations, regulatory authorities and clearing companies. If there is no specific provision in this regard under the applicable laws or from regulatory authorities or clearing companies, it shall be negotiated and determined by the relevant parties with reference to market practices.

For the avoidance of doubt, the exercise of the Put Option is conditional upon the approval of the plan for the Transaction by the general meeting and the class meetings of Zhejiang Expressway, and the general meeting of Oceanking Development, as well as the approval of the competent regulatory authorities. For details, please refer to the section headed “2. Procedures to be Performed for the Transaction” below.

Protection mechanism for the Dissenting Shareholders of Oceanking Development

In order to fully safeguard the interests of the shareholders of Oceanking Development, pursuant to the requirements of the Company Law and the existing articles of association of Oceanking Development, Oceanking Development will grant its dissenting shareholders the Cash Options.

(1) Cash Option Provider

The Cash Option Provider for the Transaction is Communications Group. At the general meeting of Oceanking Development convened to consider the Transaction, any shareholder of Oceanking Development who cast valid dissenting votes on the resolutions regarding the plan for the Transaction and each of the sub-resolutions voted separately, as well as resolutions regarding entering into of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements, shall have the right to request the Cash Option Provider to purchase the shares of Oceanking Development held by them.

After the acquisition of the shares of Oceanking Development held by the dissenting shareholders as requested by the dissenting shareholders, such dissenting shareholders shall no longer be entitled to claim the Cash Option against Oceanking Development and/or other shareholders who have cast valid affirmative votes on the resolutions relating to the plan for the Transaction.

(2) *Cash Option Price*

On January 12, 2026, Oceanking Development convened the 31st meeting of the 2nd board of directors, at which the Cash Option price for dissenting shareholders in the Transaction was considered and approved. The price was determined based on the closing price of the shares on the trading day immediately preceding the date of the 31st meeting of the 2nd board of directors of Oceanking Development (i.e. January 9, 2026), namely RMB13.21 per share. If Oceanking Development undergoes ex-rights or exdividend events such as distribution of cash dividends or stock dividends, conversion of capital reserve into share capital, and rights issues from the Pricing Benchmark Date to the Cash Option Exercise Date (both dates inclusive), the Cash Option price shall be adjusted accordingly.

(3) *Conditions for Exercising the Cash Option*

The Dissenting Shareholders of Oceanking Development shall satisfy the following conditions for exercising the Cash Option:

- 1) having cast effective dissenting votes in respect of relevant resolutions and each of the sub-resolutions to be voted separately regarding the plan for the Transaction and relevant resolutions regarding entering into of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements at the general meeting convened by Oceanking Development for consideration of the Transaction;
- 2) having been effectively registered on the register of members of Oceanking Development since the record date of the general meeting of Oceanking Development for consideration of the Transaction, and continuing to hold the shares for which they intend to exercise the Cash Option until the Cash Option Exercise Date;
- 3) having successfully fulfilled relevant declaration procedures during the Declaration Period of Cash Option;
- 4) no circumstances that would exclude the right to claim the exercise of the Cash Option.

Shareholders who have fulfilled the above conditions only have the right to declare the exercise of the Cash Option for the shares with which they have cast dissenting votes. If the Dissenting Shareholders of Oceanking Development sell their shares (including but not limited to judicially compulsory deductions, etc.) after the record date of the general meeting of Oceanking Development convened for consideration of the Transaction, the number of shares eligible for the Cash Option shall be decreased accordingly; if the Dissenting Shareholders of Oceanking Development purchase shares after the record date of the general meeting of Oceanking Development convened for consideration of the Transaction, the number of shares eligible for the Cash Option shall not increase, and such shares shall not be entitled to the Cash Option.

Dissenting Shareholders of Oceanking Development who hold the following shares are not entitled to exercise their Cash Option in respect of the shares they hold:

- 1) those shares of Oceanking Development subject to Restrictions on Rights, including but not limited to the shares subject to any pledges, other third party's rights or judicial freeze, and other transfer restrictions under laws and regulations;
- 2) those shares for which the legal holders have undertaken in writing to Oceanking Development to surrender the Cash Option;
- 3) other shares that are not eligible for exercising the Cash Option under applicable laws.

The above shares which are not entitled to claim the Cash Option will be converted into the A Shares to be issued by Zhejiang Expressway for the Merger based on the Conversion Ratio on the Share Swap Implementation Date.

The Dissenting Shareholders of Oceanking Development who have pledged the shares of Oceanking Development as collateral for margin trading and securities lending transactions must transfer the relevant shares from client credit guarantee account of securities companies to their ordinary securities account before the closing date of Declaration Period of Cash Option in order to exercise the Cash Option. The Dissenting Shareholders of Oceanking Development who have carried out agreed repurchase type securities trading must complete the early repurchase procedures before the closing date of Declaration Period of the Cash Option to exercise Cash Option.

(4) Cash Option Price Adjustment Mechanism

1) Subject of Adjustment

The subject of adjustment is the Cash Option price for Dissenting Shareholders of Oceanking Development.

2) Adjustable Period

From the date of announcement of the resolution approving the Transaction by the general meeting of Oceanking Development until the date on which CSRC grants its approval for the registration of the Transaction.

3) Triggering Conditions

A. Upward Adjustment

During the adjustable period, the upward adjustment shall be triggered on any trading day when all of the following three conditions are satisfied simultaneously: a) for at least 20 trading days within the 30 consecutive trading days preceding such trading day, the SSE Composite Index (000001.SH) has closed at a level more than 20% above its closing level on the trading day immediately before the suspension of trading of Oceanking Development; b) for at least 20 trading days within the 30 consecutive trading days preceding such trading day, the WIND Basic Chemicals Index (882202.WI) has closed at a level more than 20% above its closing level on the trading day immediately before the suspension of trading of Oceanking Development; c) for at least 20 trading days within the 30 consecutive trading days preceding such trading day, the daily average trading price of Oceanking Development's shares has been more than 20% higher than the closing price of the shares on the trading day immediately before the suspension of trading Oceanking Development.

B. Downward Adjustment

During the adjustable period, the downward adjustment shall be triggered on any trading day when all of the following three conditions are satisfied simultaneously: a) for at least 20 trading days within the 30 consecutive trading days preceding such trading day, the SSE Composite Index (000001.SH) has closed at a level more than 20% below its closing level on the trading day immediately before the suspension of trading of Oceanking Development; b) for at least 20 trading days within the 30 consecutive trading days preceding such trading day, the WIND Basic Chemicals Index (882202.WI) has closed at a level more than 20% below its closing level on the trading day immediately before the suspension of trading of Oceanking Development; c) for at least 20 trading days within the 30 consecutive trading days preceding such trading day, the daily average trading price of Oceanking Development's shares has been more than 20% lower than the closing price of the shares on the trading day immediately before the suspension of trading Oceanking Development.

4) Adjustment Mechanism and Adjustment Benchmark Date

When the aforementioned price adjustment triggering conditions are satisfied for the first time, Oceanking Development shall have the right, within 10 trading days from the date on which such triggering conditions are met, to convene a board meeting to consider and decide whether to adjust the Cash Option price for Dissenting Shareholders of Oceanking Development in accordance with the price adjustment plan. During the adjustable period, the Cash Option price for dissenting shareholders may be adjusted only once by Oceanking Development. If Oceanking Development has convened a board meeting and decided to adjust the Cash Option price for dissenting shareholders, no further adjustment shall be made even if the price adjustment conditions are triggered again. If Oceanking Development has convened a board meeting and decided not to adjust the Cash Option price for dissenting shareholders, no further adjustment shall be made even if the price adjustment conditions are triggered again.

The adjustment benchmark date shall be the next trading day following the date on which the triggering conditions are met. The adjusted Cash Option price for Dissenting Shareholders of Oceanking Development shall be the closing price of Oceanking Development's shares on the trading day immediately before the adjustment benchmark date.

5) Relevant Taxes and Fees Arising from the Exercise of the Cash Option

The relevant taxes and fees arising from the exercise of the Cash Option shall be borne by the dissenting shareholders for the Cash Option, the Cash Option Provider and other parties in accordance with the requirements of relevant applicable laws, regulations, regulatory authorities and clearing companies. If there is no specific provision in this regard under the applicable laws or from regulatory authorities or clearing companies, it shall be negotiated and determined by the relevant parties with reference to market practices.

For the avoidance of doubt, the exercise of the Cash Option is conditional upon the approval of the plan for the Transaction by the general meeting and the class meetings of Zhejiang Expressway, and the general meeting of Oceanking Development, as well as the approval of the competent regulatory authorities. For details, please refer to the section headed “2. Procedures to be Performed for the Transaction” below.

Disposal of claims and debts involved in the Transaction

Upon completion of the Absorption and Merger through Share Swap, Oceanking Development will be delisted and its legal person status will be deregistered, and the Surviving Company and/or its designated subsidiaries will succeed to or assume all assets, liabilities, businesses, employees, contracts, and all other rights and obligations of Oceanking Development.

For the arrangements for assumption of the convertible corporate bonds (the “**Oceanking Convertible Bonds**”, bond code: 113681) issued by Oceanking Development prior to the Transaction and still outstanding, please refer to the section headed “6. Arrangements for Assumption of Outstanding Oceanking Convertible Bonds” below.

In addition, Zhejiang Expressway and Oceanking Development will comply with the notification and announcement procedures for creditors in accordance with relevant laws and regulations, and will, based on the demands raised by their respective creditors within the statutory period, either on their own or procure a third party to prepay the debts to their respective creditors in advance or provide them with alternative guarantees. If, within the aforementioned statutory period, relevant creditors do not claim early repayment or demand guarantees from the A&M Parties, the corresponding outstanding debts will be assumed by the Surviving Company after the completion of the Absorption and Merger through Share Swap.

Arrangements for the Transition Period of the Absorption and Merger transaction

During the Transition Period of the Absorption and Merger through Share Swap, both of the A&M Parties shall, and shall procure their respective controlled subsidiaries to: (1) continue to operate independently according to the prevailing operational practices and business methods, and not conduct any unusual transactions or incur any unusual liabilities in their ordinary course of business; (2) make every effort to maintain all assets that constitute the principal business in good condition, and continue to maintain relationships with competent authorities of the government, customers and employees; (3) prepare, organize and keep their respective documents and information, as well as pay all related taxes and fees on time.

Arrangements for the transfer or closing of relevant assets involved in the Transaction

(1) Closing conditions

After the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements become effective, the closing of the Absorption and Merger through Share Swap shall take place on the Closing Date. The A&M Parties shall fulfill the closing obligations agreed upon under the Merger Agreement on the Closing Date and sign the asset closing confirmation documents.

(2) Transfer of assets

From the Closing Date, the ownership of all assets of Oceanking Development and the related rights, interests, liabilities and obligations shall be enjoyed and borne by the Surviving Company and/or its designated subsidiaries. Oceanking Development agrees that, from the Closing Date, it will assist the Surviving Company and/or its designated subsidiaries in processing the formalities for changing the ownership of Oceanking Development's all form-required property (referring to any property for which the law prescribes special procedures for the creation or transfer of rights in respect of such property or rights related thereto) from Oceanking Development to the Surviving Company and/or its designated subsidiaries. Failure to complete the formal handover procedures for reasons such as formalities for change of registration shall not affect the Surviving Company and/or its designated subsidiaries enjoying rights to and assuming obligations in respect of the aforesaid assets.

Upon completion of the Absorption and Merger through Share Swap, the equity interests in the subsidiaries held by Oceanking Development shall belong to the Surviving Company and be registered as subsidiaries of the Surviving Company and/or its designated subsidiaries. Branches of Oceanking Development are affiliated with the Surviving Company and shall be registered as branches of the Surviving Company and/or its designated subsidiaries.

(3) Assumption of debts

Except for debts repaid in advance based on demands raised by relevant creditors claiming early repayment within the statutory period, all outstanding debts of the A&M Parties shall be assumed by the Surviving Company from the Closing Date of the Merger.

(4) Succession of contracts

After the Closing Date of the Absorption and Merger through Share Swap, the parties to all valid contracts/agreements signed in the name of Oceanking Development shall be changed to the Surviving Company.

(5) Information handover

Oceanking Development shall hand over all information on bank accounts, reserved seals and all stamps of Oceanking Development to the Surviving Company on the Closing Date. Oceanking Development shall, from the Closing Date, transfer any and all documents that have a significant impact on its subsequent operations to the Surviving Company.

(6) Share transfer

Zhejiang Expressway shall, on the Share Swap Implementation Date, register the A Shares to be issued to shareholders of Oceanking Development in the name of shareholders of Oceanking Development as consideration for the Absorption and Merger through Share Swap. Upon the registration of the newly issued shares under their respective names, the shareholders of Oceanking Development shall become shareholders of the Surviving Company.

Arrangement for employees

Upon completion of the Transaction, the employment agreements or labor contracts of employees with Zhejiang Expressway (including its subsidiaries and branches) will continue to be performed by the Surviving Company (including its subsidiaries and branches), and the employment agreements or labor contracts of employees with Oceanking Development (including its subsidiaries and branches) will be assumed and continue to be performed by the Surviving Company (including its subsidiaries and branches). On December 12, 2025, Zhejiang Expressway convened the 3rd meeting of its 8th employee representative assembly, at which the employee arrangement plan related to the Transaction was considered and approved. On December 16, 2025, Oceanking Development convened the 3rd meeting of its 2nd employee (trade union member) representative assembly, at which the employee arrangement plan related to the Transaction was considered and approved.

Arrangement for retained undistributed profits in the absorption and merger transaction

Except for the profit distribution plans approved by the respective shareholders' (general) meetings of the A&M Parties, the retained undistributed profits of the A&M Parties as of the Closing Date shall be shared by all shareholders of the Surviving Company in proportion to their shareholdings.

Validity period of the resolution regarding the Absorption and Merger through Share Swap

The resolution regarding the Absorption and Merger through Share Swap shall be valid for a period of twelve months from the date of approval at the respective shareholders' (general) meetings of Zhejiang Expressway and Oceanking Development and the class meetings of Zhejiang Expressway.

2. Procedures to be Performed for the Transaction

Approvals that have been obtained for the Transaction include:

- (1) the Transaction has been approved at the 15th, 21st and 22nd meetings of the 10th Board of Directors of Zhejiang Expressway;

- (2) the Transaction has been approved at the 27th, 31st and 32nd meetings of the 2nd board of directors of Oceanking Development;
- (3) the Transaction has been approved by the internal decision-making body of Communications Group;
- (4) the Transaction has been approved by the competent state-owned assets supervision and administration department.

The Transaction is subject to, among others, the receipt of the following approvals or permits:

- (1) the Transaction is subject to confirmation from the Hong Kong Stock Exchange that has no objection in respect of the circular to shareholders to be issued by Zhejiang Expressway in relation to the transactions contemplated under the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements;
- (2) the Transaction is subject to consideration and approval at the general meeting of Oceanking Development;
- (3) the Transaction is subject to consideration and approval at the general meeting and class meetings of Zhejiang Expressway;
- (4) the Transaction is subject to review and approval by the SSE;
- (5) the Transaction is subject to registration with the CSRC;
- (6) the Transaction is subject to the approval of the SSE for the listing of ordinary RMB A shares and existing Domestic Shares issued by Zhejiang Expressway;
- (7) the Transaction is subject to other necessary approvals or permits required by relevant laws and regulations (if necessary).

In view of the fact that all holders of Domestic Shares of the Company only comprise Communications Group and that Communications Group and its close associates are required to abstain from voting on resolutions related to the approval of the Transaction, the resolutions related to the Transaction will no longer be submitted to the class meeting of domestic shareholders for consideration.

3. Cash Dividend Arrangement

Subject to the completion of the Transaction, to establish a reasonable, sustained and stable dividend distribution and return mechanism for investors and protect the interests of minority shareholders, Zhejiang Expressway intends to formulate a shareholder dividend return plan following completion of the Transaction in accordance with the relevant requirements of the Company Law (《公司法》), Securities Law (《證券法》), Regulatory Guidelines for Listed Companies No. 3 – Distribution of Cash Dividends of Listed Companies (《上市公司監管指引第3號—上市公司現金分紅》), Guideline No. 1 of the Shanghai Stock Exchange for Self-Regulation Rules for Listed Companies – Standardized Operation (《上海證券交易所上市公司自律監管指引第1號—規範運作》) and the Articles of Association. Such plan shall include the followings: for the three financial years commencing from the year (inclusive) in which the Transaction is completed, and the Company's A Shares issued for the Transaction and the existing Domestic Shares are listed and traded on the Main Board of the Shanghai Stock Exchange, and subject to the relevant provisions on cash dividends stipulated in laws, regulations and regulatory rules and provided that there is no material adverse factors or force majeure, the Surviving Company shall distribute profits in cash each year in an amount of not less than RMB0.4100 per share (including both A Shares and H Shares). In the event of ex-rights events such as distribution of stock dividends, conversion of capital reserve into share capital, or rights issue, the above cash dividend shall be adjusted accordingly to reflect the ex-rights.

The above arrangements are conducive to safeguarding reasonable investment returns for investors. The Company will focus on long-term and sustainable development, and based on a comprehensive consideration of its actual situation and development goals, shareholders' wishes, external financing environment, and other factors, establish a sustained, stable and reasonable return plan and mechanism for investors.

4. Reasons for and Benefits of the Transaction

4.1 Capitalise on opportunities arising from the restructuring policies to enhance corporate competitiveness and further reap the benefits from the leading economic development of the Yangtze River Delta region

On September 24, 2024, the CSRC issued the Opinions on Deepening the Reform of Mergers and Acquisitions and Reorganizations Market for Listed Companies (《關於深化上市公司併購重組市場改革的意見》), proposing to further enhance the resource allocation function of mergers and acquisitions (M&A) and restructuring, give fully play to the main channel role of the capital market for corporate M&A and restructuring, support absorptions and mergers between listed companies under common control, and promote resource integration. The regulatory policy updates have created favorable opportunities for the Transaction. Zhejiang Expressway seizes the opportunity and plans to achieve "A+H" dual-listing through the Absorption and Merger, thereby further enhancing the quality of the listed company. This move also serves as a proactive response to the CSRC's multi-faceted measures to revitalize the M&A and restructuring market. Through the Absorption and Merger and the "A+H" dual listing, Zhejiang Expressway will be able to strengthen its brand influence in

both domestic and international capital markets, enhance its competitiveness, propel the Group's continuous development, and further promote the integrated development of the regional economy. Furthermore, from the perspective of A-share listing approaches, the Company's achievement of A-share listing through the plan for Absorption and Merger is the optimal solution selected after comprehensive consideration of factors such as regulatory requirements, application procedures, cost and efficiency for A-share listing.

Building a country with a strong transportation network is China's development vision, and the Yangtze River Delta is one of China's key strategic regions. The Plan for Higher-Quality Integrated Development of Transportation in the Yangtze River Delta Region (《長江三角洲地區交通運輸更高質量一體化發展規劃》) issued by the National Development and Reform Commission sets out the goal of building a multi-level comprehensive transportation network featuring efficient external connectivity and sound internal connection –with rail transit as the backbone, highway networks as the foundation, water transport and civil aviation as support, and Shanghai, Nanjing, Hangzhou, Hefei, Ningbo and other cities as key nodes. In addition, according to the government work report of Zhejiang Province, in recent years, significant progress has been made in the integrated development of the Yangtze River Delta and the “Four Major Initiatives” (四大建設) . The national strategy for the integrated development of the Yangtze River Delta has been accelerated.

The expressways operated by the Group connect several major economic zones within the Yangtze River Delta. As the integrated development of the Yangtze River Delta deepens, regional economic ties and population mobility will further intensify, which will facilitate the steady growth of the Group's traffic volume and toll revenue. As the only listed expressway company in Zhejiang Province, Zhejiang Expressway will take advantage of the integrated development of the Yangtze River Delta and Zhejiang Province's high-quality construction of a demonstration zone for common prosperity, and actively seize the development opportunities arising from the implementation of the strategy by expanding smart transportation and promoting service upgrades, thereby driving the profit growth and long-term value enhancement of the Group.

4.2 *Enhance investment and financing capabilities to support the corporate's long-term development*

Upon the completion of the Transaction, Zhejiang Expressway, as the Surviving Company, will become listed on both the A-share and H-share markets, which will enable the Company to benefit from the valuation premium of the A-share market and enhance its overall valuation. Meanwhile, it will provide the Company with domestic and international platforms comparable to its listed peers, thereby enhancing its competitiveness in the capital market. The A-share market, being the Company's home market, features active investment and financing activities and a high level of investor familiarity with the Company's business, while the H-share market offers a high degree of internationalization and diverse funding channels. Against this backdrop, the formation of an "A+H" dual-platform capital operation system will enable the Company to flexibly leverage the differentiated advantages of both capital markets, further strengthen its investment and financing capabilities while increasing investment and financing flexibility and reducing financing costs. Consequently, it will help achieve the goal of optimizing the Company's capital structure and enhancing its risk resistance capacity. The establishment of this dual platform will also promote the Company's brand influence and market competitiveness, and provide a more solid and flexible capital support for its future business expansion and mergers and acquisitions, thereby supporting the Company's high-quality development.

4.3 *Facilitate protecting the interests of shareholders of the Merging Parties and improving investment returns for minority shareholders*

Upon completion of the Transaction, Zhejiang Expressway, as the Surviving Company, will become listed on both the A-share and H-share markets. This will necessitate compliance with the regulatory frameworks of both markets, which is expected to further elevate the Company's corporate governance standards, enhance information transparency, and facilitate greater participation of minority shareholders in the Company's corporate governance.

As a leading enterprise in expressway investment, operation and management in the industry, Zhejiang Expressway has a large asset base and strong profitability, along with notable geographical advantages and stable financial performance. The achievement of "A+H" dual-listing through the Absorption and Merger will place all shareholders on an equal footing as holders of publicly traded shares with fully aligned interests, help the Company focus on value creation, and enhance its capital operation efficiency, thus bringing more favorable and sustainable returns to minority shareholders.

Notwithstanding the different nature of the principal business of the Group and Oceanking Development, the Transaction carries positive significance for the Company's strategy and overall interests and is conducive to the interests of the Company and its shareholders as a whole, mainly based on the following considerations: (i) the Transaction represents a key initiative to capitalize on the prevailing favourable regulatory policies and enhance access to capital platforms. As Oceanking Development and the Company are A-share and H-share listed companies under common control, the Transaction is in line with the regulatory policy of the CSRC to support mergers and acquisitions between listed companies under common control. Selecting Oceanking Development as the party to be absorbed and merged is conducive to risk control and execution efficiency in the process of merger by absorption; and (ii) the main objective of the merger by absorption of Oceanking Development is to leverage the aforementioned regulatory policy support to achieve the Company's dual listing on "A+H" markets, thereby strengthening its investment and financing capabilities, optimizing the shareholder structure, further enhancing governance standards and facilitating the long-term development of the Company. In the future, the Merging Parties can leverage their respective strengths in real-world application scenarios and well-established terminal networks in the expressway and hydrogen production sectors to collaborate on areas such as new energy transportation infrastructure construction. The Group will enhance the integration of "transportation + energy," deepen green transportation solutions, and further strengthen the Group's overall competitiveness and green transformation capabilities. For details regarding the impact of the Transaction on the principal business of the Surviving Company, please refer to the section headed "7.1 Impact of the Transaction on the principal business of the Surviving Company" below.

The Directors (including independent non-executive Directors) who are not required to abstain from voting on the relevant Board resolutions are of the opinion that, the terms of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements and the Transaction contemplated thereby are entered into on normal commercial terms, are fair and reasonable and in the overall interests of the Company and the shareholders. Given that Mr. YUAN Yingjie, Mr. FAN Ye and Mr. HUANG Jianzhang are currently also employed by Communications Group, they have abstained from voting on the relevant Board resolutions approving the Transaction. Except for the aforementioned individuals, no other Directors have a material interest in the Transaction or are required to abstain from voting on any of the relevant Board resolutions approving the Transaction.

5. Key Terms of the Agreements Related to the Transaction

On September 2, 2025, January 12, 2026 and January 30, 2026, the Company entered into the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements with Oceanking Development. In addition to the contents set out in the section headed “1. Entering into of the Supplemental Agreement (II) and Update of the Plan for the Transaction” above, the principal terms and conditions of the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements also include the followings:

Effectiveness and
Termination of
the Agreement:

The Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements shall be formed upon being signed by the legal representatives of both parties and affixed the common seals of the parties.

The Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements shall become effective upon the fulfillment of all the following conditions (for the avoidance of doubt, none of these conditions may be waived by either party):

- (1) the Transaction is approved by the general meeting and class meetings of Zhejiang Expressway;
- (2) the Transaction is approved by the general meeting of Oceanking Development;
- (3) the Transaction is approved by the competent state-owned assets supervision and administration authority;
- (4) the relevant matters of the Transaction are approved by the SSE and the CSRC approved registration of those matters;
- (5) the Transaction passes the concentration of undertakings review by the Anti-Monopoly Bureau of the State Administration for Market Regulation (if required);
- (6) the SSE approves the listing of RMB ordinary shares issued by Zhejiang Expressway on the Main Board of the SSE;
- (7) the Hong Kong Stock Exchange has no objection to the circular to shareholders to be issued by Zhejiang Expressway in relation to the Transaction.

The Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements may be terminated under any of the following circumstances:

- (1) they are terminated by mutual agreement of both parties;
- (2) if there is any injunction, decision and order made by competent governmental authorities that restrict, prohibit or disapprove the completion of the Transaction, either party shall have the right to terminate the Agreement and the Supplemental Agreements by written notice;
- (3) the party affected by a force majeure event shall notify the other party within ten (10) business days after the occurrence of the force majeure event and provide all available evidence. If the Agreement and the Supplemental Agreement cannot be performed for sixty (60) days due to a force majeure event (unless both parties agree to extend), then either party to the Agreement and the Supplemental Agreements shall have the right to terminate the Agreement and the Supplemental Agreements by written notice;
- (4) if any party materially breaches the provisions of the Agreement, and such breach is not remedied within thirty (30) days from the date the non-breaching party delivers a written notice to the breaching party requiring it to immediately take remedial measures for such breach, the non-breaching party shall have the right to unilaterally terminate the Agreement and the Supplemental Agreements by written notice.

Liability for Breach:

If a party to the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements breaches any of its representations, warranties, undertakings, or makes any misrepresentations, or fails to perform any of its responsibilities and obligations under the Agreement and the Supplemental Agreements, it shall be deemed to be in breach of contract. The breaching party shall, at the request of the other party, continue to perform its obligations, take remedial measures, or provide full, prompt, adequate and effective indemnification.

Where the Transaction fails to become effective or fails to be completed for reasons not attributable to either party, none of the parties shall be liable for breach of contract.

6. Arrangements for Assumption of Outstanding Oceanking Convertible Bonds

With the Approval for the Registration of Convertible Corporate Bonds Issued by the Company to Unspecified Subscribers (CSRC Permit [2023] No. 2408) (《關於公司向不特定對象發行可轉換公司債券註冊的批覆》) (證監許可[2023]2408號) issued by the CSRC, Oceanking Development issued 6.6 million convertible corporate bonds to unspecified subscribers on December 29, 2023, each with a par value of RMB100, for a total issue amount of RMB660 million. Pursuant to the Self-Regulatory Decision Letter (Circular [2024] No. 8) (自律監管決定書[2024]8號文) issued by the SSE, the RMB660 million convertible corporate bonds of Oceanking Development were listed and traded on the SSE from January 17, 2024, with the bond abbreviation “Oceanking Convertible Bonds (鎮洋轉債)” and bond code “113681”. Oceanking Convertible Bonds are convertible into shares of Oceanking Development. In order to properly handle Oceanking Convertible Bonds (113681.SH) and facilitate the smooth progress of the Transaction, Zhejiang Expressway, Oceanking Development, and other relevant parties have, based on the actual circumstances of the Transaction, formulated the following arrangements for the assumption of the Oceanking Convertible Bonds after thorough negotiation:

Holders of the Oceanking Convertible Bonds, in addition to their rights to continue trading the Oceanking Convertible Bonds and exercising conversion rights (and subsequently participating in the Share Swap under the Transaction with the Oceanking Development shares obtained upon conversion, or opting to exercise the Cash Option) pursuant to the Prospectus of the Oceanking Convertible Bonds, may also, before and after the delisting of Oceanking Development’s A shares, choose to dispose of their Oceanking Convertible Bonds in one or more of the following manners:

- (1) The outstanding Oceanking Convertible Bonds will be assumed by Zhejiang Expressway and continue to be listed and traded as convertible corporate bonds. Upon listing of Zhejiang Expressway’s A Shares, the convertible bonds assumed by Zhejiang Expressway can be converted into A Shares of Zhejiang Expressway at the conversion price of RMB10.37 per share (such conversion price = conversion price of Oceanking Convertible Bonds into A Shares of Oceanking Development of RMB11.20 per share × Conversion Ratio of A Shares of Oceanking Development into A Shares of Zhejiang Expressway (i.e. 1:1.0800)). If Oceanking Development or Zhejiang Expressway undergoes ex-rights or ex-dividend events prior to the assumption that affect the conversion price of the Oceanking Convertible Bonds or the A share swap ratio between Oceanking Development and Zhejiang Expressway, the conversion price of the assumed Oceanking Convertible Bonds will be adjusted accordingly (the same below). Except for the conversion price, all other terms including the bond abbreviation, bond code, and key elements stipulated in the Prospectus of the Oceanking Convertible Bonds (such as bond term, coupon rate, conversion price adjustment mechanisms, downward revision provisions, redemption at maturity, conditional redemption arrangements, put option arrangements, and bondholder meeting rules) shall remain unchanged;

- (2) During the declaration period for the Oceanking Convertible Bonds prior to the delisting of Oceanking Development (to be separately determined by Oceanking Development), holders may transfer all or part of their remaining Oceanking Convertible Bonds to Communications Group (the controlling shareholder of Oceanking Development), at a rights-inclusive price of RMB117.95 per bond linked to the Cash Option price for Dissenting Shareholders of Oceanking Development (rights-inclusive price = Cash Option price of RMB13.21 per share for Dissenting Shareholders of Oceanking Development \div conversion price of Oceanking Convertible Bonds of RMB11.20 per share \times RMB100 per bond). The rights-inclusive price will be adjusted accordingly if the Cash Option price or the bond conversion price changes due to events such as ex-rights or ex-dividend occurrences prior to the transfer;
- (3) During the redemption period to be separately determined by Oceanking Development, holders may require Oceanking Development to redeem the Oceanking Convertible Bonds at their par value plus accrued interest;

Note: Please refer to the Prospectus of the Oceanking Convertible Bonds:

$$\text{Accrued interest} = \frac{\text{Total par value of the convertible bonds held by the bondholders} \times \text{coupon rate of the convertible bonds for current year}^4 \times \text{number of interest-bearing days}^5}{365}$$

For the avoidance of doubt, if Oceanking Development's share price reaches the conditional redemption price specified in the Prospectus of the Oceanking Convertible Bonds prior to the delisting of Oceanking Development, or if the outstanding balance of Oceanking Convertible Bonds falls below RMB30 million, Oceanking Development shall have the right to implement conditional redemption in accordance with the provisions of the Prospectus of the Oceanking Convertible Bonds.

The arrangements for the Oceanking Convertible Bonds constitute an integral part of the Transaction. Their formal implementation is subject to the completion of necessary internal decision-making procedures by Zhejiang Expressway and Oceanking Development in respect of the plan for the Transaction as well as the receipt of relevant regulatory approvals, authorizations or consents.

⁴ The coupon rates for the Oceanking Convertible Bonds are set as follows: 0.20% for the first year, 0.40% for the second year, 0.80% for the third year, 1.50% for the fourth year, 2.00% for the fifth year, and 2.50% for the sixth year. The Oceanking Convertible Bonds will be outstanding from December 29, 2023 to December 28, 2029, with interest payable annually on December 29 each year.

⁵ Represents the actual calendar days from the previous interest payment date (inclusive) to the redemption date (exclusive).

According to the requirements of the Prospectus of Oceanking Convertible Bonds and the Rules for Meetings of Holders of Convertible Corporate Bonds, the arrangements for assumption of the Oceanking Convertible Bonds have been considered and approved at a meeting of the holders of the Oceanking Convertible Bonds on January 28, 2026. The resolution adopted at such a meeting shall be binding on all holders of the Oceanking Convertible Bonds.

The Board of Directors will propose to the general meeting and the class meetings to grant the Board of Directors a specific mandate to issue additional A Shares in connection with the Transaction, which has included consideration of the impact on the issuance of A Shares of the Company resulting from the assumption arrangements for the outstanding Oceanking Convertible Bonds.

7. Impact of the Transaction on the Surviving Company

7.1 Impact of the Transaction on the principal business of the Surviving Company

Prior to the Transaction, the highway business of the Group was primarily focused on the investment, operation and management of highways, and with the well-developed regional economy, it enjoyed distinct regional advantages and a notable road network effect. As a key enterprise designated by the Zhejiang Provincial Government for investing in, developing and operating highways within the province, Zhejiang Expressway owned a number of important high-quality highway assets in Zhejiang. The securities business of the Group is operated by its subsidiary, Zheshang Securities. The subsidiary provides a full range of securities services, including securities brokerage, margin financing and securities lending, securities underwriting, asset management, consulting and securities trading services. As a comprehensive national securities company listed on the A-share market, Zheshang Securities is fully licensed across all major business segments, ranks among the top tiers in the industry across all major business segments, and has strong overall capacities and sufficient capital. Oceanking Development specializes in the research and development, production and sales of chlor-alkali-related products. Its product portfolio covers chlor-alkali products, MIBK-based products, PVC-based products, and high-purity hydrogen, among others.

Oceanking Development is a modern chemical enterprise with a solid foundation in chlor-alkali chemicals and a strategic focus on new chemical materials. Integrating production, operations and R&D into its business model, the company holds considerable influence and strong competitiveness within the industry. Oceanking Development boasts profound R&D expertise and actively aligns with the national innovation-driven development strategy. Guided by the principle of “building a resource-efficient and environmentally friendly benchmark enterprise”, it aims to shape the future of the chemical industry. By fostering the integration of technological innovation and industrial advancement, it endeavors to transform from an inorganic-focused chemical operation to a balanced industrial structure that equally emphasizes inorganic chemicals, organic chemicals and high-end new chemical materials. In 2024, Oceanking Development reported total assets, net assets and net profit of RMB3,271 million, RMB1,931 million and RMB191 million, respectively, accounting for approximately 1.50%, 2.61% and 2.66% of the total assets, net assets and net profit of Zhejiang Expressway, however, Oceanking Development’s A-share listing status holds significant strategic value for Zhejiang Expressway, and selecting Oceanking Development as the absorbed and merged party under the regulatory-supported model (namely absorption and merger between companies under common control), represents the optimal solution. Through the Transaction, Zhejiang Expressway is able to establish an “A+H” dual listing platform and achieve leapfrog development. Compared to the H-share market, the A-share market generally offers higher valuation levels, which would help Zhejiang Expressway secure more favorable market pricing. Moreover, the A-share market provides advantages in terms of lower-cost equity or bond financing and greater flexibility in fundraising.

Furthermore, on the business development front, building on its current leading position in the “chlor-alkali” industry, Oceanking Development will continue its strategy of product premiumization, diversification, and differentiation to reinforce its industry leadership. It will also plan and implement initiatives to cultivate and expand emerging industries, transforming toward high-end new chemical materials. By engaging into future-oriented sectors such as graphene materials and cutting-edge technological fields, it will continuously foster new quality productive forces. Going forward, the Merging Parties can leverage their respective strengths in real-world application scenarios and well-established terminal networks in the expressway and hydrogen production sectors to collaborate on areas such as new energy transportation infrastructure construction. The Group will enhance the integration of “transportation + energy,” deepen green transportation solutions, and further strengthen the Group’s overall competitiveness and green transformation capabilities.

The Surviving Company after the completion of the Transaction will continue to focus on highway operations as its core business. The Company will continue to monitor investments and mergers and acquisitions opportunities in the expressway sector, while maintaining communication with Communications Group. On the premise of being consistent with the Company's interests, the Company will consider investing in and acquiring high-quality highway assets (including but not limited to assets of subsidiaries of Communications Group) when opportunities arise in the future, so as to further enhance the Company's profitability.

Given the specialized nature of the business and the need to maintain normal operations, following the completion of the Transaction, the Group's corporate governance structure will remain based on the existing framework, with the current size of the Board of Directors maintained. Corporate governance practices will be carried out in strict compliance with the regulatory requirements of the Hong Kong Stock Exchange and the SSE. The Board of Directors will maintain the arrangement whereby independent non-executive directors account for at least one-third of its members, ensuring that the Board meets both diversity and professionalism requirements. Additionally, the position of employee director(s) will be established to facilitate the effective operation of the general meeting, the Board of Directors and its special committees. Moving forward, the Group will continue to systematically refine its corporate governance structure and Board governance mechanisms, ensuring compliance with the regulatory requirements of both the A-share and H-share markets while striving to pursue international best practices. Based on the operational, internal control and management needs of the listed company, the Company will dynamically optimize its corporate governance structure, establish and improve related corporate governance systems, and achieve effective alignment and integration of the rules of the A-share and H-share markets. Furthermore, the Company will continue to strengthen the core functions and diversity of the Board of Directors, optimize the composition of the Board of Directors, and empower the listed company for high-quality development.

7.2 **Impact of the Transaction on the shareholding structure of the Surviving Company**

Prior to the Transaction, Communications Group was the controlling shareholder and de facto controller of both Zhejiang Expressway and Oceanking Development. Upon the completion of the Transaction, Communications Group will remain the controlling shareholder and de facto controller of the Surviving Company.

Scenario 1: Shareholding structure of the Surviving Company after the Transaction if none of the outstanding Oceanking Convertible Bonds are converted into shares

If none of the Oceanking Convertible Bonds outstanding as at September 30, 2025 are converted into shares, according to the plan for the Transaction, Communications Group will directly and indirectly hold a total of 4,348,415,546 shares of the Surviving Company upon completion of the Transaction, accounting for 66.74% of the total share capital of the Surviving Company, being the controlling shareholder and de facto controller of the Surviving Company.

The share capital structure of Zhejiang Expressway and the Surviving Company before and after the Transaction is as follows:

Name of shareholder	Prior to the Transaction		After the Transaction	
	Number of shares held (share)	Percentage of shareholding	Number of shares held (share)	Percentage of shareholding
Communications Group ^{note (4)}	4,014,778,800	66.49%	4,275,944,352	65.63%
Other existing shareholders of Oceanking Development	—	—	216,163,147	3.32%
Total Domestic Shares (A Shares)	4,014,778,800	66.49%	4,492,107,499	68.95%
Universal Cosmos	72,471,195	1.20%	72,471,195	1.11%
China Merchants Expressway ^{note (5)}	363,914,280	6.03%	363,914,280	5.59%
Public H Shareholders	1,586,950,367	26.28%	1,586,950,367	24.35%
Total H Shares	2,023,335,842	33.51%	2,023,335,842	31.05%
Total share capital	6,038,114,642	100.00%	6,515,443,341	100.00%

Notes:

- (1) Percentage of shareholding refers to the proportion of the total share capital.
- (2) The number of shares held prior to the Transaction is based on the number of shares held as at September 30, 2025. The number of shares held after the Transaction is calculated on the basis of the balance of the outstanding Oceanking Convertible Bonds of RMB579.6830 million as at September 30, 2025 and the subsequent conversion of all such outstanding Oceanking Convertible Bonds without taking into account the impact of the exercise of the Put Option or the Cash Option.
- (3) The number of shares held by other existing shareholders of Oceanking Development after the Transaction will be determined based on the treatment method for fractional shares.
- (4) As at the date of this announcement, Communications Group was held as to 90% by State-owned Assets Supervision and Administration Commission of Zhejiang Provincial People's Government (浙江省人民政府國有資產監督管理委員會) and as to 10% by Zhejiang Financial Development Co., Ltd. (浙江省財開集團有限公司) (being wholly owned by the Department of Finance of Zhejiang Province (浙江省財政廳)). Communications Group directly and indirectly held 67.69% of the issued shares of the Company, making it a core connected person of the Company.
- (5) China Merchants Expressway is the substantial shareholder of a significant subsidiary of the Company and thus constitutes a core connected person of the Company.
- (6) For the above changes in the share capital structure, it has not considered the impacts of the exercise of the Put Options and the Cash Options, the transfer of the Oceanking Convertible Bonds by their holders to Communications Group and its subsidiaries, any ex-dividend or ex-rights events on the Issue Price of Zhejiang Expressway and the Conversion Price of Oceanking Development as well as other factors.

Scenario 2: Shareholding structure of the Surviving Company after the Transaction if all of the outstanding Oceanking Convertible Bonds are converted into shares

As at September 30, 2025, the outstanding balance of Oceanking Convertible Bonds was RMB579.6830 million. If all such outstanding Oceanking Convertible Bonds are subsequently converted into shares, according to the plan for the Transaction, Communications Group will directly and indirectly hold a total of 4,348,415,546 shares of the Surviving Company upon completion of the Transaction, accounting for 66.17% of the total share capital of the Surviving Company, being the controlling shareholder and de facto controller of the Surviving Company.

The share capital structure of Zhejiang Expressway and the Surviving Company before and after the Transaction is as follows:

Name of shareholder	Prior to the Transaction		After the Transaction	
	Number of shares held (share)	Percentage of shareholding	Number of shares held (share)	Percentage of shareholding
Communications Group ^{note (4)}	4,014,778,800	66.49%	4,275,944,352	65.07%
Conversion Shareholders of Oceanking Convertible Bonds	–	–	55,898,003	0.85%
Other existing shareholders of Oceanking	–	–	216,163,147	3.29%
Total Domestic Shares (A Shares)	4,014,778,800	66.49%	4,548,005,502	69.21%
Universal Cosmos	72,471,195	1.20%	72,471,195	1.10%
China Merchants Expressway ^{note (5)}	363,914,280	6.03%	363,914,280	5.54%
Public H Shareholders	1,586,950,367	26.28%	1,586,950,367	24.15%
Total H Shares	2,023,335,842	33.51%	2,023,335,842	30.79%
Total share capital	6,038,114,642	100.00%	6,571,341,343	100.00%

Note: For the notes to the above table, please refer to the relevant notes under Scenario 1 above.

Upon completion of the Transaction, the Company is expected to comply with the public float requirements under the Listing Rules. The Company will ensure compliance with the public float requirements under the Listing Rules both before and after the completion of the Transaction.

7.3 *Impact of the Transaction on the governance of the Company*

The absorbed and merged party in the Transaction is an A-share listed company under common control of Communications Group. With the support of the controlling shareholder, the Company can fully understand the actual operation and asset conditions of the transaction target in preliminary due diligence, thereby reducing transaction costs and mitigating the risks of information asymmetry. After the completion of the Transaction and based on similar management concepts and corporate cultures, both parties can reduce management conflicts and execution costs during the integration process, which will reduce difficulties in the governance of the Surviving Company after the integration and mitigate governance risks.

III. ISSUANCE OF A SHARES UNDER SPECIFIC MANDATE

The Transaction involves the issuance of new A Shares by the Company to all Conversion Shareholders of Oceanking Development in exchange for the A Shares of Oceanking Development held by such shareholders at the Conversion Ratio. The Board of Directors will propose to the general meeting and the class meetings to grant the Board of Directors an unconditional specific mandate to determine and implement the issuance of no more than 533,226,702 A Shares of the Company as needed by the Transaction if the Transaction is finalized, and to fully handle any and all matters necessary, beneficial, or appropriate for such issuance, including but not limited to adjusting the price and number of A Shares to be issued in accordance with relevant laws, regulations, or the provision or requirements of regulatory authorities, and specifically arranging for the issuance (including but not limited to issuing share certificates and affixing the Company's securities seal on the share certificates), registration and transfer of relevant shares, listing of the A Shares on the SSE, amendments to the Articles of Association and the change in the registered capital of the Company. The specific mandate shall be valid for a period of twelve months from the date of approval at the general meeting and the class meetings of the Company.

A special resolution regarding the proposed grant of a specific mandate to the Board of Directors to issue new A Shares will be proposed at the general meeting and the class meetings for shareholders' consideration and approval. The above specific mandate will be approved as part of the approval of the Transaction.

IV. IMPLICATIONS UNDER THE LISTING RULES

From the perspective of notifiable transactions under Chapter 14 of the Listing Rules, as the highest applicable percentage ratio for the Transaction calculated under Chapter 14 of the Listing Rules is higher than 5% but lower than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements. Further, pursuant to Rule 13.36 and Rule 19A.38 of the Listing Rules and the Articles of Association, the issuance of the new A Shares pursuant to the Transaction will be made pursuant to a specific mandate which requires approval by special resolution by a majority of not less than two-thirds of the votes cast by way of poll by the shareholders of the Company attending meetings at the general meeting and class meetings.

From the perspective of connected transactions under Chapter 14A of the Listing Rules, as at the date of this announcement, Communications Group directly held 4,014,778,800 Domestic Shares of the Company and indirectly held 72,471,195 H Shares of the Company through Universal Cosmos, one of its wholly-owned subsidiaries, thus holding a total of 67.69% of shares of the Company, making it the controlling shareholder of the Company and a connected person of the Company under Rule 14A.07 of the Listing Rules. As at the date of this announcement, Communications Group directly held 54.71% of the shares of Oceanking Development, and Oceanking Development is a subsidiary of Communications Group and constitutes a connected person of the Company under Chapter 14A of the Listing Rules. Therefore, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, and is subject to the reporting, announcement, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

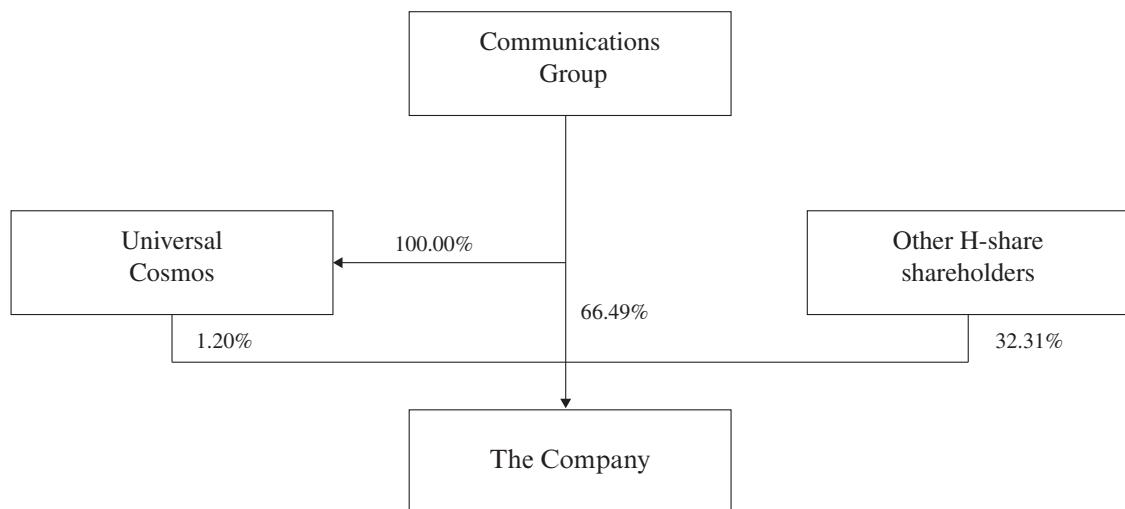
Pursuant to the Rule 2.15 and Rule 14A.36 of the Listing Rules, where a transaction or arrangement is subject to shareholders' approval under the provisions of the Listing Rules, any shareholder that has a material interest in the transaction or arrangement shall abstain from voting on the resolution(s) approving the transaction or arrangement at the general meeting. Accordingly, as at the date of this announcement, Communications Group, the controlling shareholder of the Company (holding 4,014,778,800 Domestic Shares of the Company, representing 66.49% of the total issued Shares of the Company), together with its close associate, Universal Cosmos (holding 72,471,195 H Shares, representing 1.20% of the total issued shares of the Company), collectively held 67.69% of the total issued Shares of the Company and are required to abstain from voting on the resolution approving the Transaction at the general meeting and the class meetings. Save as disclosed above, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no other shareholders or their close associates are required to abstain from voting on the resolutions proposed at the general meeting and the class meetings to approve the Transaction.

V. GENERAL INFORMATION

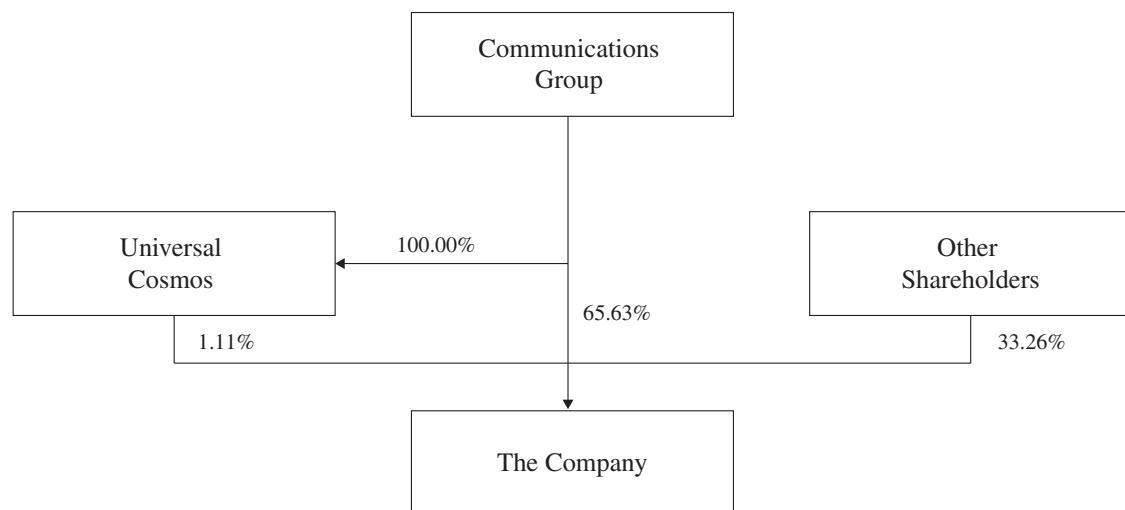
1. Information on the Company

The Company is a joint stock company established under the laws of the PRC with limited liability on March 1, 1997, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange. The Company is principally engaged in investing in, developing and operating high-grade roads in the PRC. The Group also carries on certain other businesses such as securities brokerage, investment banking, asset management, margin financing and securities lending through Zheshang Securities.

As at the date of this announcement, the shareholding structure of the Company was as follows:



Immediately following the completion of the Transaction (assuming no other shares will be issued after the date of this announcement until the completion of the Transaction, and disregarding the impact of conversion of outstanding convertible bonds of Oceanking Development into shares, the Put Option or the Cash Option), the shareholding structure of the Company is expected to be as follows:



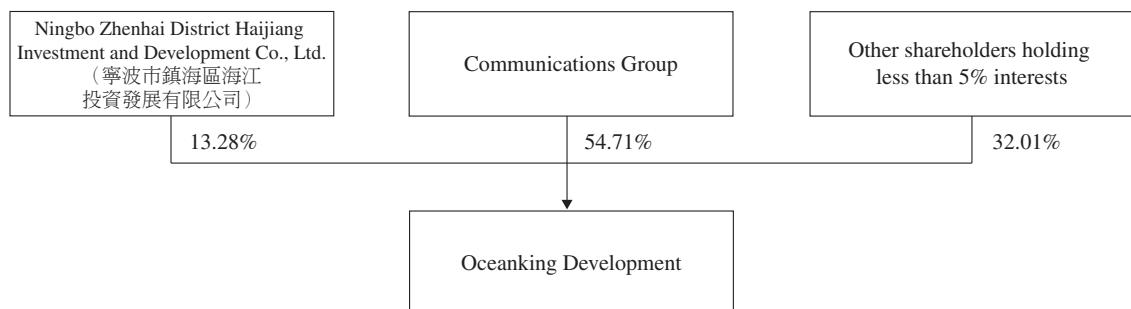
2. Information on Communications Group

Communications Group is a state-owned enterprise established under the laws of the PRC. As the main platform for comprehensive transportation investment and financing and the main force in comprehensive transportation construction in Zhejiang Province, it coordinates and undertakes the investment and financing, construction, operation and management of transportation infrastructure including expressways, railroads, key cross-region mass transit railways and integrated transport hubs in Zhejiang Province, and actively participates in comprehensive transportation infrastructure projects led by cities and counties in Zhejiang Province.

3. Information on Oceanking Development

Oceanking Development is a joint stock limited company incorporated and validly existing under the laws of the PRC, the shares of which are listed and traded on the SSE with the stock code 603213.SH. Oceanking Development is primarily engaged in the research and development, production, and sales of chloralkali related products. It adopts the zero pole distance ionic membrane salt water electrolysis process encouraged by national industrial policies to produce caustic soda, and also produces chlorine gas and hydrogen gas as by-products. Based on this, it constructs three major product chains of alkali, chlorine, and hydrogen, including chlorine alkali products, MIBK-class products, PVC-class products and other products. As at the date of this announcement, Communications Group directly holds approximately 54.71% of the shares of Oceanking Development, and is its controlling shareholder.

As at the date of this announcement, the shareholding structure of Oceanking Development is as follows:



Based on the audited financial data prepared in accordance with Chinese accounting regulations as contained in published A-share 2023 annual report and 2024 annual report of Oceanking Development, the unaudited financial information for the six months ended June 30, 2025 as contained in the published A-share semi-annual report 2025 of Oceanking Development, and the unaudited financial information for the nine months ended September 30, 2025 as contained in the published A-share third quarterly report 2025 of Oceanking Development, the key financial indicators of Oceanking Development prepared in accordance with Chinese Accounting Standards for Business Enterprises are as follows:

Unit: RMB0,000

	As of December 31, 2023	As of December 31, 2024	As of September 30, 2025
Total assets	297,075.76	327,058.41	330,660.87
Net assets attributable to shareholders	177,505.51	192,678.95	193,095.26
	For the year ended December 31, 2023	For the year ended December 31, 2024	For the nine months ended September 30, 2025
Revenue	211,463.88	289,912.47	197,278.37
Total profit (profit before taxation)	32,057.84	24,652.86	6,868.92
Net profit (profit after taxation)	24,954.70	19,109.58	5,077.11

VI. GENERAL

The Company will convene the general meeting and class meetings for shareholders to consider and, if thought fit, approve the Transaction and the related authorizations, the Articles of Association (Draft) and its appendices, and other matters. A circular containing, among other things, details of the Transaction and the related authorization, the Articles of Association (Draft) and its appendices, together with notices, proxy forms, and reply slips of the general meeting and the class meetings, is expected to be published within 15 business days from the date of this announcement.

The Transaction may or may not proceed or become unconditional or effective. There is no assurance that all the effectiveness conditions under the Agreement on Absorption and Merger through Share Swap and its Supplemental Agreements can be fulfilled. Investors and potential investors should exercise caution, and should not rely solely on the information published by the Company, when dealing in or contemplating dealing in the securities of the Company.

VII. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Absorption and Merger through Share Swap”, “Absorption and Merger”, “Merger”, “Transaction” or “Reorganization”	Zhejiang Expressway will absorb and merge Oceanking Development by the Issuance of A Shares to all Conversion Shareholders of Oceanking Development. Upon completion of the Merger, Oceanking Development will be delisted from the SSE and its legal person status will be deregistered. Zhejiang Expressway and/or its designated subsidiaries will succeed to and assume all assets, liabilities, businesses, contracts, qualifications, employees, and all other rights and obligations of Oceanking Development. At the same time, Zhejiang Expressway will apply for the listing and trading of A Shares to be issued for the Merger and the existing Domestic Shares on the Main Board of the SSE
“Agreement on Absorption and Merger through Share Swap” or “Agreement”	the Agreement on Absorption and Merger through Share Swap between Zhejiang Expressway Co., Ltd. and Zhejiang Oceanking Development Co., Ltd. entered into between the Company and Oceanking Development on September 2, 2025
“Articles of Association”	the Articles of Association of Zhejiang Expressway Co., Ltd. (as amended, modified or otherwise supplemented from time to time)
“A Share(s)”	ordinary share(s) as issued in the PRC, listed on the PRC domestic stock exchange, denominated, subscribed for and traded in RMB with a nominal value of RMB1.00 each
“A Shares of Oceanking Development”	A Shares of Oceanking Development (stock code: 603213.SH) listed and traded on the SSE
“Board of Directors” or “Board”	board of directors of the Company
“Cash Option(s)”	the rights of the Dissenting Shareholders of Oceanking Development entitled in the Merger. The Dissenting Shareholders of Oceanking Development who declare to exercise the right may request the Cash Option Provider to acquire all or part of the shares of Oceanking Development held by them in cash during the Cash Option Declaration Period

“Cash Option Exercise Date”	the date on which the Cash Option Provider pays cash consideration to Dissenting Shareholders of Oceanking Development who effectively declare to exercise the Cash Option for the shares of Oceanking Development held by them, such date will be determined through negotiation and announced by the Merging Parties separately
“Cash Option Provider”	the entity which pays cash consideration to the eligible Dissenting Shareholders of Oceanking Development for shares of Oceanking Development held by such Dissenting Shareholders in the Absorption and Merger through Share Swap. Communications Group will serve as the Cash Option Provider of the Merger
“China Merchants Expressway”	China Merchants Expressway Network & Technology Holdings Co., Ltd. (stock code: 001965.SH), the substantial shareholder of a significant subsidiary of the Company
“Closing Date”	the same day as the Share Swap Implementation Date or such other date as the Merging Parties may agree, on which Zhejiang Expressway, as the Surviving Company, and/or its designated subsidiaries will succeed to or assume all assets, liabilities, businesses, contracts, qualifications, employees and all other rights and obligations of Oceanking Development
“Communications Group”	Zhejiang Communications Investment Group Co., Ltd., a state-owned enterprise established in the PRC on December 29, 2001 and the controlling shareholder of the Company
“Company Law”	Company Law of the People’s Republic of China (as amended from time to time)
“Company” or “Zhejiang Expressway”	Zhejiang Expressway Co., Ltd.* (浙江滬杭甬高速公路股份有限公司), a joint stock limited company established in the PRC on March 1, 1997, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 00576)
“Completion Date of the Merger”	the date on which Zhejiang Expressway completed the procedures for industrial and commercial change registration regarding the Merger or the date on which Oceanking Development completed the procedures for industrial and commercial deregistration, whichever is later

“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Conversion Price”	the price per share of Oceanking Development when A Shares of Oceanking Development are swapped for A Shares to be issued by Zhejiang Expressway under the Merger
“Conversion Ratio”	the ratio of each share of Oceanking Development to be swapped for shares of Zhejiang Expressway under the Merger pursuant to the Agreement on Absorption and Merger through Share Swap and the Supplemental Agreements, which is determined to be 1:1.0800, meaning that each A Share of Oceanking Development held by A shareholders of Oceanking Development can be exchanged for 1.0800 A Shares of Zhejiang Expressway
“Conversion Shareholders of Oceanking Development”	all shareholders of Oceanking Development whose names appear on the shareholders’ register at the close of business of the Record Date for Merger Implementation, including the shareholders of Oceanking Development who have not declared, partially declared, have no right to declare or invalidly declared the exercise of the Cash Option, and the Cash Option Provider for the Dissenting Shareholders of Oceanking Development
“CSRC”	China Securities Regulatory Commission
“Declaration Period of Cash Option”	the period during which the eligible Dissenting Shareholders of Oceanking Development may request to exercise the Cash Option, which will be determined through negotiation and announced by the Merging Parties separately
“Declaration Period of Put Option”	the period during which the eligible Dissenting Shareholders of Zhejiang Expressway may request to exercise the Put Options, which shall be determined through negotiation and announced by the Merging Parties separately

“Dissenting Shareholders of Oceanking Development”

the shareholders of Oceanking Development having cast effective dissenting votes in respect of the resolutions and each of the sub-resolutions to be voted separately regarding the plan for the Transaction and the resolutions regarding entering into the Agreement on Absorption and Merger through Share Swap and its Supplemental Agreements at the general meeting held by Oceanking Development for the purpose of voting on the Transaction, and having held the shares which are entitled to the dissenting rights until the Cash Option Exercise Date of the Dissenting Shareholders of Oceanking Development, and having fulfilled relevant declaration procedures of the Cash Option within the specified time

“Dissenting Shareholders of Zhejiang Expressway”

the shareholders of Zhejiang Expressway having cast effective dissenting votes in respect of the resolutions and each of the sub-resolutions to be voted separately regarding the plan for the Transaction and the resolutions regarding entering into the Agreement on Absorption and Merger through Share Swap and its Supplemental Agreements at the general meeting and corresponding class meetings held by Zhejiang Expressway for the purpose of voting on the Transaction, having held the shares which are entitled to the dissenting rights until the Put Option Exercise Date of the Dissenting Shareholders of Zhejiang Expressway, and having fulfilled relevant declaration procedures of the Put Option within the specified time

“Domestic Shares”

unlisted domestic shares of Zhejiang Expressway with a par value of RMB1.00 each held by the legal person in the PRC as at the date of signing the Agreement on Absorption and Merger through Share Swap

“Group”

the Company and its subsidiaries

“H Share(s)”

the overseas-listed foreign share(s) in the share capital of the Company with a par value of RMB1.00, listed and traded in Hong Kong dollars on the Main Board of the Hong Kong Stock Exchange since May 15, 1997

“Hong Kong”

Hong Kong Special Administrative Region of the People’s Republic of China

“Hong Kong Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Issuance of A Shares”	issuance of A Shares by Zhejiang Expressway to all Conversion Shareholders of Oceanking Development due to the Merger
“Issue Price”	the price per A Share to be issued by Zhejiang Expressway to all Conversion Shareholders of Oceanking Development for the Merger
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Merging Parties” or “A&M Parties”	Zhejiang Expressway and Oceanking Development
“Oceanking Convertible Bonds”	the convertible corporate bonds issued by Oceanking Development in December 2023 (bond code: 113681.SH)
“Oceanking Development”	Zhejiang Oceanking Development Co., Ltd., whose shares are listed and traded on the Main Board of the SSE (stock code: 603213.SH). As at the date of this announcement, Oceanking Development has a total of 441,895,215 issued shares, of which Communications Group directly held approximately 54.71% of the shares of Oceanking Development, making it the controlling shareholder of Oceanking Development
“PRC”	the People’s Republic of China, solely for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region, and Taiwan
“Pricing Benchmark Date”	the announcement date of the resolution of the first board meeting held by Oceanking Development to consider matters related to the Transaction (i.e., September 3, 2025)
“Put Option(s)”	the rights of the Dissenting Shareholders of Zhejiang Expressway entitled in the Absorption and Merger through Share Swap. The Dissenting Shareholders of Zhejiang Expressway who declare to exercise such right may request the Put Option Provider to acquire all or part of the shares of Zhejiang Expressway held by them in cash during the Declaration Period of Put Option

“Put Option Exercise Date”	the date on which the Put Option Provider pays cash consideration to Dissenting Shareholders of Zhejiang Expressway who effectively declared to exercise the Put Option for the shares of Zhejiang Expressway held by them, which will be determined through negotiation and announced by the Merging Parties separately
“Put Option Provider”	the entity that pays cash consideration to the eligible Dissenting Shareholders of Zhejiang Expressway for shares of Zhejiang Expressway held by such dissenting shareholders in the Absorption and Merger through Share Swap. Universal Cosmos will serve as the Put Option Provider for the Merger
“Record Date for Merger Implementation”	a trading day for determining the list of shareholders of Oceanking Development entitled to participate in the Share Swap and the number of shares held by them, which will be determined through negotiations and announced by the Merging Parties separately
“Restrictions on Rights”	circumstances where the ownership of shares held by shareholders is subject to disputes, or where the shares are pledged, judicially frozen, seized or otherwise restricted from transfer under applicable laws or binding agreements
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China (as amended from time to time)
“Share Swap”	with respect to the Absorption and Merger, the exchange of A Shares of Oceanking Development held by Conversion Shareholders of Oceanking Development into A Shares to be issued by the Company according to the Conversion Ratio as stipulated in the Agreement on Absorption and Merger through Share Swap and its Supplemental Agreements
“Share Swap Implementation Date” or “Share Swap Date”	the date on which the A Shares issued by Zhejiang Expressway for the Merger are registered under the names of Conversion Shareholders of Oceanking Development, such date will be determined through negotiations and announced by the Merging Parties separately
“SSE”	the Shanghai Stock Exchange

“Supplemental Agreements”	the Supplemental Agreement (I) to the Agreement on Absorption and Merger through Share Swap between Zhejiang Expressway Co., Ltd. and Zhejiang Oceanking Development Co., Ltd. entered into between the Company and Oceanking Development on January 12, 2026, and the Supplemental Agreement (II) to the Agreement on Absorption and Merger through Share Swap between Zhejiang Expressway Co., Ltd. and Zhejiang Oceanking Development Co., Ltd. entered into between the Company and Oceanking Development on January 30, 2026
“Surviving Company”	Zhejiang Expressway upon the completion of the Merger
“Transition Period of the Merger”	the period from the execution date of the Agreement on Absorption and Merger through Share Swap to the Completion Date of the Merger
“Universal Cosmos”	Universal Cosmos Limited, a wholly-owned subsidiary of Communications Group
“Zheshang Securities”	Zheshang Securities Co., Ltd., whose shares are listed and traded on the Main Board of the SSE (stock code 601878. SH), a subsidiary of Zhejiang Expressway

In this announcement: (i) all figures have been rounded to the nearest two decimal places; (ii) certain amounts and percentages stated herein have been rounded, and all percentages stated herein are approximations; and (iii) for the avoidance of doubt, references to “not less than” a certain figure and “not more than” a certain figure shall include the figure mentioned.

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

Hangzhou, the PRC, January 30, 2026

As at the date of this announcement, the Chairman of the Company is Mr. YUAN Yingjie; the executive Directors of the Company are: Mr. WU Wei and Mr. LI Wei; the other non-executive Directors of the Company are: Mr. ZHAO Xilong, Mr. FAN Ye and Mr. HUANG Jianzhang; and the independent non-executive Directors of the Company are: Mr. PEI Ker-Wei, Ms. LEE Wai Tsang, Rosa and Mr. YU Mingyuan.