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江蘇寧滬高速公路股份有限公司
JIANGSU EXPRESSWAY COMPANY LIMITED

(Established in the People's Republic of China as a joint-stock limited company)

(Stock Code: 00177)

**ANNOUNCEMENT ON AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

The board of directors and all directors of the Company warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept responsibilities for the truthfulness, accuracy and completeness of this announcement.

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In order to further strengthen the protection of the legitimate rights and interests of small and medium investors, regulate the operation of the Company and improve corporate governance, according to the Opinions of the General Office of the State Council on Further Strengthening the Protection of the Legal Rights and Interests of Small and Medium Investors in the Capital Market (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》) and the Rules of Procedure for Shareholders' Meetings of Listed Companies (2016 Revision) (《上市公司股東大會規則(2016年修訂)》), the Guidelines for the Articles of Association of Listed Companies (2016 Revision) (《上市公司章程指引(2016年修訂)》) and other regulatory documents, the proposed amendments to the Articles of Association were considered and approved at the twenty-third meeting of the eighth session of the board of directors of Jiangsu Expressway Company Limited (the “**Company**”) held on 23 March 2018. The amended Articles of Association will take effect on the date of consideration and approval at the 2017 annual general meeting. A circular containing the proposed amendments and the notice of the 2017 annual general meeting will be despatched to shareholders of the Company in due course after the date of this announcement. Specific amendments to the Articles of Association are as follows:

Number	Original Articles	Amended Articles
1	<p>Article 1.2:</p> <p>……Pursuant to the requirements of the Circular of the State Council Concerning the Standardization of Existing Limited Liability Companies and Joint Stock Limited Companies in Accordance with the Company Law of the People’s Republic of China, the Company was re-registered on 31 December 1996 and the Company’s business license number is: 320000000004194. ……</p>	<p>Article 1.2:</p> <p>……Pursuant to the Circular of the State Council on the Implementation of the System Reform of the “Three-in-one License”, the Company was re-registered on 24 March 2016 with the unified social credit code of 91320000134762764K. ……</p>
2	<p>Article 9.2:</p> <p>The shareholders’ general meeting shall exercise the following functions and powers:……</p> <p>(13) to consider the motions raised by shareholders holding not less than 5% of the Company’s shares attached with voting rights;……</p>	<p>Article 9.2:</p> <p>The shareholders’ general meeting shall exercise the following functions and powers:……</p> <p>(13) to consider the motions raised by shareholders holding not less than 3% (inclusive) of the Company’s shares attached with voting rights;……</p>

Number	Original Articles	Amended Articles
3	<p>Article 9.4:</p> <p>Unless a prior approval is obtained in a general meeting, the Company shall not enter into any contract with any party other than the directors, supervisors, managers and other senior management members pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.</p>	<p>Article 9.4:</p> <p>Except for exceptional circumstances, such as the Company being in crisis, unless approved by a special resolution at a general meeting, the Company shall not enter into any contract with any party other than the directors, supervisors, managers and other senior management members pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.</p>
4	<p>Article 9.6:</p> <p>…… (5) The place for holding the Company's general meetings shall be the registered office of the Company or such place as shall be determined by the Board. A general meeting shall have a venue where it shall be held in the form of a physical meeting. The Company will also provide shareholders with online voting method, under circumstances as stated in Article 9.35.</p>	<p>Article 9.6:</p> <p>…… (5) The place for holding the Company's general meetings shall be the registered office of the Company or such place as shall be determined by the Board. A general meeting shall be held at a venue in the form of a physical meeting. The Company will provide internet access for the convenience of shareholders to attend the general meeting. Shareholders who attend a general meeting in the aforesaid manner shall be deemed to have attended the general meeting.</p>

Number	Original Articles	Amended Articles
5	<p>Article 9.8:</p> <p>When the Company convenes an annual general meeting, shareholders holding five per cent or more of the total voting shares shall have the right to propose new motions in writing, and the Company shall place the proposed motions on the meeting agenda if the matters proposed fall within the scope of functions and powers of the general meeting. Any such written proposal shall be delivered to the Company within thirty days from the dispatch date of the notice of such meeting.</p>	<p>Article 9.8:</p> <p>When the Company convenes a general meeting, the Board, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the shares of the Company shall have the right to propose motions, and shareholders individually or jointly holding more than 3% of shares of the Company may propose ad hoc proposals and present the same to the convener in writing 10 working days prior to convening the general meeting. A supplemental notice shall be issued by the convener within 2 days after receipt of such proposals. Save as prescribed above, the convener shall neither revise the proposals stated in the notice of general meetings nor add in new proposals after issuing the notice of general meeting.</p> <p>(For the purpose of this Article 9.8, working days refer to the days when the Hong Kong Stock Exchange and the Shanghai Stock Exchange are both open for trading)</p>

Number	Original Articles	Amended Articles
6	<p>Article 9.25 :</p> <p>A shareholder (including proxy) when voting at a shareholders' general meeting may exercise voting rights attached to the number of shares represented by him and each share shall have one vote.</p>	<p>Article 9.25 :</p> <p>A shareholder (including proxy) when voting at a shareholders' general meeting may exercise voting rights attached to the number of shares represented by him and each share shall have one vote. Shareholders who attend the general meeting shall take one of the following stances when a proposal is put forward for voting: for, against or abstain, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders. For voters whose voting slips are left blank, incorrectly completed, illegible or without vote casting, he shall be deemed to have waived his voting rights, and the votes in respect of the number of shares held by him shall be counted as "abstain".</p>
7	<p>Article 9.26:</p> <p>The Board, independent directors and any shareholder(s) solely or jointly holding 5% or more of the Company's shares carrying voting rights are entitled to solicit votes from other shareholders to vote at the shareholders' general meeting. Voting rights shall be solicited without payment and sufficient information shall be disclosed to the target shareholders.</p>	<p>Article 9.26:</p> <p>The original Article is changed into: The Board, independent directors, and shareholders satisfying the relevant conditions may publicly solicit voting rights of the shareholders. Information including the specific voting intention shall be fully disclosed to the persons whose voting rights are being solicited. Soliciting voting rights of the shareholders by compensation or disguised compensation is prohibited. In soliciting voting rights, the Company shall not impose a minimum shareholding proportion requirement.</p>
8	<p>Addition of Article 9.34, and the subsequent articles in Chapter 9 shall be renumbered in order.</p>	<p>Article 9.34 :</p> <p>Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes cast by small and medium investors shall be counted separately. The results of separately counted votes shall be publicly disclosed in a timely manner.</p>

Number	Original Articles	Amended Articles
9	<p>Article 11.5:</p> <p>On a director’s resignation becoming effective or expiration of the tenure of his/her office, the director shall complete all handover procedures, and his/her faithful obligations to the Company and the shareholders shall not cease immediately after the termination of tenure and are still effective within a reasonable period stipulated under the Articles of Association.</p>	<p>Remove Article 11.5 and renumber the subsequent Articles in Chapter 11 in order.</p>
10	<p>Article 16.7:</p> <p>The fiduciary duties of the directors, supervisors, manager and other senior management members of the Company do not necessarily cease with the termination of their tenure, and their obligation of confidentiality in respect of trade secrets of the Company shall subsist after the termination of their tenure. The duration of the rest of obligations shall be decided based on the principle of fairness, the time lapse between the said expiration and the occurrence, and the circumstances under which the relationships with the Company are terminated.</p>	<p>Article 16.7:</p> <p>The fiduciary duties of the directors, supervisors, manager and other senior management members of the Company do not cease with the termination of their tenure, and their obligation of confidentiality in respect of trade secrets of the Company shall subsist within two years after the termination of their tenure. The duration of the rest of obligations shall be decided based on the Company’s principles, depending on the time lapse between the occurrence of the event and the day when the officer leaves the post, and the circumstances and conditions under which the relationships with the Company are terminated.</p>

Number	Original Articles	Amended Articles
11	<p>Article 18.7:</p> <p>Subject to the restrictions imposed by Articles 18.3, 18.4 and 18.6, annual dividends shall be distributed in proportion to the shareholding of each shareholder, within 6 months after the end of each financial year. The Company’s profit distribution plan shall be proposed and formulated by the Board by reference to the Articles of Association, profits achieved by the Company and the supply and need of funds. When considering specific plan for distribution of cash dividends, the Board shall study and identify the timing, conditions and minimum proportion, conditions for adjustment and requirements for decision-making procedures involved for implementing the distribution of cash dividends, etc. Independent directors shall explicitly express their independent opinions on the profit distribution plan. After being considered and approved by the Board, the profit distribution plan shall be proposed at the general meeting for shareholders’ consideration and approval and be implemented afterwards.</p> <p>When convening a general meeting to consider a profit distribution plan, the Company shall provide sufficient access channels to encourage shareholders, especially minority shareholders, to attend and vote at the meeting. When the profit distribution plan is considered at the general meeting, the Company shall take the initiative to communicate and exchange views with shareholders, especially minority shareholders, giving due care to their interest and appeal and timely responding to their queries.</p> <p>After the profit distribution plan has been resolved at the general meeting, the Board shall complete the dividend (or share) distribution within 2 months after the date of the general meeting.</p>	<p>Article 18.7:</p> <p>Decision-making procedures for profit distribution of the Company:</p> <p>(I) Subject to the restrictions imposed by Articles 18.3, 18.4 and 18.6, the Company’s annual profit distribution plan shall be proposed and formulated by the Board by reference to the Articles of Association, profits achieved by the Company and the supply and need of funds. When considering specific plan for distribution of cash dividends, the Board shall study and identify matters such as the timing, conditions and minimum proportion, conditions for adjustment and other requirements for decision-making procedures involved for implementing the distribution of cash dividends. Independent directors shall explicitly express their independent opinions on the profit distribution plan. After being considered and approved by the Board, the profit distribution plan shall be proposed at the general meeting for shareholders’ consideration and approval and be implemented afterwards.</p> <p>(II) When considering specific plan for distribution of cash dividends, the Board shall study and thoroughly discuss to identify the timing, conditions and minimum proportion for distribution of cash dividends. Independent directors shall explicitly express their opinions thereon. Independent directors can gather views from small and medium shareholders and propose a cash dividends proposal, and submit the same directly to the Board for its consideration.</p>

Number	Original Articles	Amended Articles
	<p>When the Company has to, as required by its production and operation, investment plan and long-term development, adjust or change its profit distribution policy set out in the Articles of Association, and formulate or adjust its shareholders' return plan, for the purpose of protecting shareholders' interests, such adjustment or change shall be made after detailed consideration and discussions by the Board, for which the independent directors shall explicitly express their opinions. Relevant proposals shall be submitted to the general meeting and passed by more than two thirds of voting rights represented by the shareholders present at the meeting.</p> <p>The Supervisory Committee of the Company shall supervise the implementation of the Company's profit distribution policy and shareholders' return plan by the Board, the adjustment to or change of Company's profit distribution plan by the Board, as well as the decision-making procedures of the Board and general meetings for profit distribution and its implementation.</p>	<p>(III) When convening a general meeting to consider a profit distribution plan, the Company shall provide sufficient access channels to encourage shareholders, especially small and medium shareholders, to attend and vote at the meeting. When the profit distribution plan is considered at the general meeting, the Company shall take the initiative to communicate and exchange views with shareholders, especially small and medium shareholders, giving due care to their interest and appeal and timely responding to their queries.</p> <p>(IV) If profit is recorded in the reporting period but the Board of the Company does not put forth a cash profit distribution proposal, reasons therefor, the use of capital that may otherwise be distributed as dividends but has been retained by the Company and anticipated gains and details of consideration and voting at the Board meetings shall be disclosed in the Company's regular reports, and independent directors shall express independent opinions thereon.</p>

Number	Original Articles	Amended Articles
		<p>(V) When the Company is required by its production and operation, investment plan and long-term development to adjust or change its profit distribution policy set out in the Articles of Association, and formulate or adjust its shareholders' return plan, for the purpose of protecting shareholders' interests, such adjustment or change shall be made after detailed consideration and discussions by the Board, for which the independent directors shall explicitly express their opinions. Relevant proposals shall be submitted to the general meeting and passed by more than two-thirds of voting rights represented by the shareholders present at the meeting. The Company shall disclose the formulation and implementation of cash dividends policy in detail in regular reports. For adjustment or change of cash dividends policy, it shall explain in detail whether the conditions and procedures of adjustment or change are in compliance with the relevant requirements and transparent.</p>

Number	Original Articles	Amended Articles
		<p data-bbox="874 219 1433 678">(VI) The Supervisory Committee of the Company shall supervise the implementation of the Company’s cash dividends policy and shareholders’ return plan as well as the execution of appropriate decision-making procedures and information disclosure by the Board. The Supervisory Committee shall express explicit opinions and urge the Board to make corrections in a timely manner in case of any of the following circumstances:</p> <ol data-bbox="946 730 1433 1279" style="list-style-type: none"> <li data-bbox="946 730 1433 853">1. Failure to strictly implement the cash dividends policy and shareholders’ return plan; <li data-bbox="946 902 1433 1066">2. Failure to strictly execute appropriate decision-making procedures for cash dividends distribution; <li data-bbox="946 1115 1433 1279">3. Failure to make an authentic, accurate and complete disclosure of the cash dividends policy and its implementation. <p data-bbox="874 1328 1433 1572">(VII) The Company encourages the small and medium investors and institutional investors to participate in the decision-making for profit distribution of the Company in accordance with relevant requirements.</p>

Number	Original Articles	Amended Articles
12	<p>Article 18.8:</p> <p>The Company may distribute certain dividends by way of cash or bonus shares (or a combination of both) each year. Dividends or other distributions for ordinary shares shall be declared and denominated in Renminbi. Dividends or other cash distributions for domestic-invested shares shall be paid in Renminbi.</p> <p>Article 18.9:</p> <p>Unless otherwise resolved by the shareholders in general meeting, the Board may decide to distribute interim dividends. The accumulative profits distribution in cash in the recent three years shall be no less than 30% of the average annual distributable profits in the same period.</p> <p>Article 18.10:</p> <p>In distributing profit to shareholders, the Company shall withhold taxes payable on dividends income of shareholders in accordance with the tax laws of the PRC.</p>	<p>Article 18.8:</p> <p>Profit distribution policy of the Company:</p> <p>(1) The Company adopts a consistent and stable profit distribution policy, which emphasizes investors' reasonable investment return while ensuring the Company's continuous development. The Company's profit distribution shall not exceed the accumulated distributable profits or damage the Company's ability to continue operations.</p> <p>After the profit distribution plan has been resolved at the general meeting, the Board shall complete the dividend (or share) distribution within 2 months after the date of the general meeting.</p> <p>(2) The Company may distribute certain dividends by way of cash or bonus shares (or a combination of both). On the condition that profit is recorded and there is sufficient cash to support the ongoing operation and long-term development of the Company, the Company shall actively distribute dividends preferentially in cash. Dividends or other distributions for ordinary shares shall be declared and denominated in Renminbi. Dividends or other cash distributions for domestic-invested shares shall be paid in Renminbi.</p>

Number	Original Articles	Amended Articles
		<p>(3) Unless otherwise resolved by the shareholders in general meeting, the Board may decide to distribute interim dividends. The accumulative profits distribution in cash in the recent three years shall be no less than 30% of the average annual distributable profits in the same period.</p> <p>(4) In distributing profit to shareholders, the Company shall withhold taxes payable on dividends income of shareholders in accordance with the tax laws of the PRC.</p>

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 23 March 2018

As at the date of this announcement, directors of the Company are:

Chang Qing, Gu Dejun, Wu Xinhua, Du Wenyi, Yao Yongjia, Hu Yu, Ma Chung Lai, Lawrence, Zhang Erzhen, Zhang Zhuting*, Chen Liang* and Lin Hui**

* *Independent Non-executive Directors*