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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 THE RESOLUTIONS OF
THE TWENTY-THIRD MEETING OF THE EIGHTH SESSION OF
THE BOARD OF DIRECTORS,
PROPOSED MANDATE TO THE BOARD OF DIRECTORS ON
THE ISSUE OF DEBT INSTRUMENTS
AND
APPOINTMENT OF DEPUTY GENERAL MANAGER**

The Company and all members of the board of directors warrant the truthfulness, accuracy and completeness of this announcement and jointly accept responsibility for any false representations or misleading statements contained in, or material omissions from, this announcement.

I. CONVENING OF THE MEETING

- (I) The twenty-third meeting (the “**Meeting**”) of the eighth session of the board of directors of Jiangsu Expressway Company Limited (the “**Company**”) was held at 9:00 a.m. on 23 March 2018 at the Company’s conference room at Block 2, 6 Xianlin Avenue, Nanjing. The Meeting was chaired by Mr. Chang Qing, the chairman of the board of directors.
- (II) Notice of the Meeting was sent by mail, short message or personal delivery to all directors, supervisors and senior management members.

(III) 11 directors shall be present at the Meeting. Mr. Wu Xinhua, a director, was unable to attend the Meeting due to other business engagements and appointed Ms. Hu Yu, a director, as his proxy to attend and vote on his behalf. Mr. Zhang Zhuting, an independent director, was unable to attend the Meeting due to other business engagements and appointed Mr. Zhang Erzhen, an independent director, as his proxy to attend and vote on his behalf. 11 eligible directors were present in person or by proxy at the Meeting. The members of the supervisory committee and the senior management attended the Meeting as non-voting participants.

(IV) The procedures of convening the Meeting were in compliance with the relevant provisions of Company Law and the Articles of Association of the Company. The resolutions passed at the Meeting are valid.

II. VOTING RESULTS OF THE RESOLUTIONS

The following resolutions were considered and approved at the Meeting:

1. To consider and approve 2017 Annual Report of the Company and its summary and 2017 Social Responsibility Report of the Company, and to approve publication of the same on China Securities Journal and Shanghai Securities News and on the website of Shanghai Stock Exchange (www.sse.com.cn) in Chinese, and on the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.jssexpressway.com) in both Chinese and English, respectively; to approve the printing of 2017 Annual Report and 2017 Social Responsibility Report of the Company.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

2. To consider and approve the work report of the board of directors of the Company for the year ended 31 December 2017 and submit this proposal at the 2017 annual general meeting for consideration.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

3. To consider and approve the work report of the general manager of the Company for the year ended 31 December 2017.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

4. To consider and approve the financial statement and audit report of the Company for the year ended 31 December 2017 and submit this proposal at the 2017 annual general meeting for consideration.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention

Votes: 0.

This resolution was duly passed.

5. To consider and approve the financial accounting report of the Company for the year of 2017 and submit this proposal at the 2017 annual general meeting for consideration.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

6. To consider and approve the financial budget report of the Company for the year of 2018 and submit this proposal at the 2017 annual general meeting for consideration.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

7. To consider and approve the final dividends distribution proposal for the year of 2017 and submit this proposal at the 2017 annual general meeting for consideration.

In this financial year, the Company recorded a net profit attributable to the shareholders of the Company of approximately RMB3,587.86 million. It was proposed to distribute the final dividends of RMB0.44 (tax inclusive) per share in favour of the shareholders based on the total share capital of 5,037,747,500 shares, representing 61.78% of the net profit attributable to the Company for this year. The Company did not implement conversion of surplus reserve into share capital in 2017.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

8. To consider and approve the 2017 Performance Report of Independent Directors of the Company, the 2017 Performance Report of Strategy Committee of board of directors, the 2017 Performance Report of Audit Committee of board of directors, the 2017 Performance Report of Nomination Committee of Board of Directors and the 2017 Performance Report of Remuneration and Appraisal Committee of board of directors.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

9. To consider and approve the 2017 Internal Control Assessment Report of the Company and the 2017 Internal Control Audit Report of the Company; upon review of the risk management and internal control systems of the Company, all directors are of the view that the Company's system is effective and adequate.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

10. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditor of financial report and internal control for the year of 2018, to audit the Company's annual financial statements and internal control, and assume the responsibility of international auditor in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, at a remuneration of RMB3,200,000 per year, of which annual remunerations for financial report audit and internal control audit are RMB2,400,000 and RMB800,000, respectively, and submit this proposal at the 2017 annual general meeting for consideration.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

11. To consider and approve the resolution of appointing Mr. Zhou Chongming as the Deputy General Manager of the Company.

To approve the appointment of Mr. Zhou Chongming as the Deputy General Manager of the Company for a term of three years, with effect from the date of the approval of the board of directors.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

12. To consider and approve the resolution on the proposed amendments to certain articles of the Articles of Association.

To approve the amendments to articles 1.2, 9.2, 9.4, 9.6, 9.8, 9.25, 9.26, 11.5, 16.7 and articles 18.7 to 18.10 of the Articles of Association, and the addition of article 9.34 (the numbering of other articles of chapter 9 shall be changed accordingly); and submit this proposal at the 2017 annual general meeting for consideration. For more details, please refer to the Announcement on Amendments to the Articles of Association.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

13. To consider and approve the proposal for general mandate to issue debt financing instruments by the Company.

The board of directors submitted to the general meeting to consider and approve by way of special resolution the grant of a general mandate to the board of directors to issue debt financing instruments in one or more tranches with an issue size not exceeding RMB10 billion during the period commencing from the date of approval at the general meeting and ending on the date of 2018 annual general meeting.

Details of the general mandate are as follows:

- (1) Issue size and method: The maximum issue size of the debt instruments to be issued under the general mandate shall not exceed the equivalent of RMB10 billion in aggregate and the issue size for each category of the debt instruments shall not exceed the limit of that category of debt instruments that may be issued under relevant national laws and regulations. The specific issue method is to be determined by the board of directors and the lead underwriter with reference to the market conditions before the issue.
- (2) Type of the debt instruments: Including but not limited to medium-term notes (including perpetual medium-term notes), short-term commercial papers, extra-short-term commercial papers, asset-backed commercial papers, corporate bonds, private bonds, overseas bonds and other new types of bonds, etc.
- (3) Maturity of the debt instruments: Term of maturity for short-term commercial papers and extra-short-term commercial papers shall not exceed 1 year (to be issued on a rolling basis within the effective period of the registration), and term of maturity for medium-term notes, asset-backed commercial papers, corporate bonds, private bonds and overseas bonds shall exceed 1 year, which may be issued under single category with one maturity term or mixed categories with different maturity terms. Specific terms are to be determined by the board of directors with reference to the market conditions and the Company's needs for funding.
- (4) Target subscribers and arrangement for placement to shareholders: Target subscribers are investors in compliance with the requirements of relevant laws and regulations. The debt instruments shall not be placed to the existing shareholders on a preferential basis.

- (5) Interest rate: Actual interest rate is to be determined by the board of directors with reference to the market conditions at the time of issue.
- (6) Use of proceeds: Replenishment of the Company's and/or its subsidiaries' working capital and capital expenditure, repayment of the Company's and/or its subsidiaries' debts and capital requirements for new projects, etc.
- (7) Listing: To be determined by the board of directors with reference to the market conditions at the time of issue.
- (8) Guarantee: The specific type of guarantee (if necessary) is to be determined by the board of directors with reference to the market conditions at the time of issue and approved within its authority.
- (9) Validity of the resolutions: From the date on which the resolutions are approved at the general meeting to the date on which the 2018 annual general meeting is held. The board of directors or any two directors of the Company duly authorised by the board of directors are generally and unconditionally authorised to determine, approve and handle the following matters according to the Company's needs and market conditions:
 - 1) to determine the specific terms, conditions and related matters of the debt financing instruments to be issued under the general mandate, including but not limited to determination of the category to be issued, total principal amount, interest rate or its methods of determination, terms, credit rating, guarantee, protection measures for repayment, any repurchase or redemption terms, any placement arrangement, option to adjust nominal interest rate and use of proceeds, etc.;
 - 2) to make all necessary and incidental arrangements for the issue of debt financing instruments under the general mandate (including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities and obtaining approvals from such regulatory authorities);
 - 3) to make all necessary arrangements for the implementation of the issue of debt financing instruments under the general mandate (including but not limited to execution of all requisite documents and disclosures of relevant information in accordance with applicable laws);

- 4) in case of any changes in regulatory policies or market conditions, to adjust the specific issue proposals relating to the issue or other related matters according to the opinion of regulatory authorities;
- 5) upon completion of the issue, to determine and approve matters relating to the listing and lockup of exchange rate for the principal and interests of relevant debt financing instruments.

The board of directors considers that the issue of debt financing instruments will be beneficial to the broadening of the financing channels of the Company, reduction of finance costs of the Company and improvement of the debt structure of the Company and therefore recommends to carry out the relevant works with reference to the market conditions and issue the debt financing instruments in due course subject to relevant approval. Upon being approved at the general meeting, the issue of relevant debt financing instruments is still subject to approval by relevant regulatory authorities. When the board of directors issues the debt financing instruments pursuant to the authorization of the general meeting, the Company will perform its information disclosure obligations in accordance with relevant provisions of the Listing Rules. There is uncertainty in whether the general mandate to issue debt financing instruments finally will be exercised, shareholders and investors are advised to be cautious about the uncertainty.

To approve to submit the proposal at the 2017 annual general meeting for consideration.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

14. To consider and approve the proposal in relation to the ordinary related/ continuing connected transactions between the Company, Jiangsu Guangjing Xicheng Expressway Company Limited (“**Guangjing Xicheng Company**”), Jiangsu Ningchang Zhenli Expressway Company Limited (“**Ningchang Zhenli Company**”) and Jiangsu Expressway Information Engineering Technology Co., Ltd. (“**Information Company**”).

The signing of the contracts on maintenance of monitoring and communication systems and procurement of spare parts between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Information Company be approved, with a term commencing from 1 April 2018 to 31 March 2019 and aggregate contract amount not exceeding RMB14 million, RMB4.5 million and RMB2 million, respectively; specifically, (1) the contract on maintenance of monitoring and communication systems and procurement of spare parts entered into between the Company and Information Company for a term starting from 1 April 2018 to 31 March 2019 with aggregate contract amount not exceeding RMB14 million, of which the amount from 1 April 2018 to 31 December 2018 shall not exceed RMB10 million and the amount from 1 January 2019 to 31 March 2019 shall not exceed RMB4 million; (2) the contract on maintenance of monitoring and communication systems and procurement of spare parts entered into between the Company and Guangjing Xicheng Company for a term starting from 1 April 2018 to 31 March 2019 with aggregate contract amount not exceeding RMB4.5 million, of which the amount from 1 April 2018 to 31 December 2018 shall not exceed RMB3 million and the amount from 1 January 2019 to 31 March 2019 shall not exceed RMB1.5 million; (3) the contracts on maintenance of monitoring and communication systems and procurement of spare parts entered into between Ningchang Zhenli Company and Information Company for a term starting from 1 April 2018 to 31 March 2019 with aggregate contract amount not exceeding RMB2 million, of which the amount from 1 April 2018 to 31 December 2018 shall not exceed RMB1.5 million and the amount from 1 January 2019 to 31 March 2019 shall not exceed RMB500,000; and Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

15. To consider and approve the proposal in relation to the ordinary related/continuing connected transactions between the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Sundian Engineering Co., Ltd. (“**Jiangsu Sundian**”).

The signing of the Expressway Maintenance Services Contracts between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Sundian for a term from 1 April 2018 to 31 December 2018 be approved; and the aggregate contract amounts of this project for the Company, Guangjing Xicheng Company and Ningchang Zhenli Company in 2018 are expected not to exceed RMB108 million, RMB50 million and RMB35 million, respectively; and Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

16. To consider and approve the proposal in relation to the ordinary related/continuing connected transactions between the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Tongxingbao Smart Transport Technology Co., Ltd. (“**Tongxingbao Company**”).

The signing of the ETC Customer Service Outlets Management Agreements (《ETC 客服網點管理協議》) between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Tongxingbao Company be approved and the duration of the three agreements are from 1 April 2018 to 31 March 2019. Relevant expenses include house rent, utilities and sewage charges. After calculation, it is expected that the maximum amount of the three ETC Customer Service Outlets Management Agreements will not exceed RMB1.08 million, of which, the maximum contract amount of the Company is RMB810,000 (not exceeding RMB610,000 from 1 April 2018 to 31 December 2018 and RMB200,000 from 1 January 2019 to 31 March 2019), the maximum contract amount of Ningchang Zhenli Company is RMB70,000 (not exceeding RMB50,000 from 1 April 2018 to 31 December 2018 and RMB20,000 from 1 January 2019 to 31 March 2019), and the maximum contract amount of Guangjing Xicheng Company is RMB200,000 (not exceeding RMB150,000 from 1 April 2018 to 31 December 2018 and RMB50,000 from 1 January 2019 to 31 March 2019); Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

17. To consider and approve the proposal in relation to the ordinary related/continuing connected transactions between the Company and Jiangsu Railway Investment Development Co., Ltd. (“**Railway Investment Company**”).

The signing of the property leasing agreement between the Company and Railway Investment Company be approved, for a term from 1 April 2018 to 31 December 2020, with an annual rent of RMB3,612,400 (excluding management fees, maintenance fees, utilities and other expenses paid by lessee for the use of the premises); the annual rent is RMB2,709,300 in 2018 and RMB3,612,400 for 2019–2020, respectively; and Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

18. To consider and approve the proposal in relation to the ordinary related/continuing connected transactions between the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Expressway Engineering Maintenance Technology Co., Ltd. (“**Maintenance Technology Company**”).

The signing of the 2018 maintenance technology research and services contracts between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Maintenance Technology Company be approved with annual fee not exceeding RMB7.9 million, RMB2.6 million and RMB2.6 million, and total annual payment not exceeding RMB13.1 million; and Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

19. To consider and approve the proposal in relation to the ordinary related/continuing connected transactions between Guangjing Xicheng Company, Jiangsu Expressway Petroleum Development Co., Ltd. (“**Expressway Petroleum Company**”) and Taixing Hechang Oil Products Trading Co., Ltd. (“**Taixing Oil Products Company**”).

The signing of the Yanqiao and Yixing Service Area Petrol Stations Leasing and Operation Agreement between Guangjing Xicheng Company and Expressway Petroleum Company; and the signing of the Guangling Service Area Petrol Stations Leasing and Operation Agreement between Guangjing Xicheng Company and Taixing Oil Products Company both for a validity term from 1 April 2018 to 31 December 2020 be approved and the rental price is determined based on the petroleum sales volume, with the guaranteed rental fees of RMB500,000. It is estimated that the total contract amount for 2018–2020 will not exceed RMB7.5 million, RMB10 million and RMB12 million, respectively, among which, the contract value of Yanqiao Service Area Petrol Station will not exceed RMB3.6 million, RMB4.9 million and RMB5.7 million; the contract value of Yixing Service Area Petrol Station will not exceed RMB800,000 million, RMB1 million and RMB1.2 million; and the contract value of Guangling Service Area Petrol Station will not exceed RMB3.1 million, RMB4.1 million and RMB5.1 million; and Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

20. To consider and approve the proposal in relation to the ordinary related/continuing connected transactions between the Company and Jiangsu HuaTong Engineering Testing Co., Ltd. (“**HuaTong Engineering Testing Company**”).

The signing of the 2018 bridge emergency reinforcement and maintenance agreement between the Company and HuaTong Engineering Testing Company for a term from 1 April 2018 to 31 December 2018 be approved, with contract amount not exceeding RMB1.51 million; and Mr. Gu Dejun, a director of the Company, be authorized to deal with relevant matters; the content of the related/continuing connected transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

All directors (including independent non-executive directors) are of the view that the transactions in resolutions No.14 to No. 20 are conducted in the ordinary and usual course of business of the Company and its subsidiaries and on normal commercial terms, and the terms of the transactions are fair and reasonable. The Company’s income and profit are not dependent on such related/continuing connected transactions, the independence of the Company as a listed company will not be impaired, there will be no adverse impact on the Company and the interests of the Company and non-related/non-connected shareholders will not be impaired, in particular those of minority shareholders, and are in the interests of the Company and its shareholders as a whole.

As resolutions No. 14 to No. 20 are matters regarding related/continuing connected transactions, Mr. Chang Qing, Mr. Gu Dejun and Mr. Du Wen Yi, being related/connected directors, had abstained from voting on these seven resolutions, and the rest of the directors could vote on the relevant resolutions.

Voting results of resolutions No. 14 to No. 20: Approving votes: 8; Dissenting Votes: 0; Abstention Votes: 0.

The seven resolutions were duly passed.

21. To consider and approve the proposal in relation to provision for impairment of assets of the Company.

According to the Approval on Removal of Panjia Garden Toll Station along Nanjing-Lianyungang Highway (Su Zheng Fu [2017] No. 99) (《關於同意撤銷寧連公路潘家花園收費站的批復》(蘇政複〔2017〕99號)) issued by the government of Jiangsu Province, under article 5 of the Accounting Standards for Business Enterprises No. 8–Impairment of Assets, there was indication of impairment regarding removal of Panjia Garden toll station of Nanjing-Lianyungang Highway and thus the Company was approved to make a provision of approximately RMB217,738,000 for intangible asset impairment in respect of toll road concession rights of Nanjing-Lianyungang Highway in the financial year of 2017.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

22. To consider and approve the Company to use its own idle funds to invest in bank's short-term principal-preservation type wealth management products, provided that the Company shall ensure the safety and liquidity of funds. The balance of funds used to invest in wealth management products shall not exceed RMB1.5 billion with a term of one year. The Company can use available funds to invest in bank wealth management products on a rolling basis during the term of validity based on the maturity of bank wealth management products; and Mr. Gu Dejun, a director of the Company, be authorized to deal with follow-up matters, such as the signing of contracts and the approval of capital appropriations.

Voting results: Approving votes: 11; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

Appendix: Biographies of Candidate for Deputy General Manager

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 of the Company*

APPENDIX:

Biographies of Candidate for Deputy General Manager

Zhou Chongming, deputy secretary of the Communist Party Committee and Secretary to the disciplinary committee of the Communist Party, born in November 1973, joined the Communist Party in August 2005, Master of Business Administration, economist. Mr. Zhou joined the Group in 2015. Mr. Zhou has been the office director of the Administration Commission of Jiangsu Suqian Economic and Technological Development Zone and the director of operational department of Jiangsu NSX Network Expressway Co., Ltd. and successively appointed as the manager of General Affairs Department, Secretary to the disciplinary committee of the Communist Party and president of the labour union of Ninghang Company. He currently serves as a deputy secretary of the Communist Party Committee and secretary to the disciplinary committee of the Communist Party of the Company with rich operation and management experience.