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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 OF THE RESOLUTIONS OF  
THE 2017 ANNUAL GENERAL MEETING**

This announcement is made pursuant to the disclosure requirement under Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of Directors (the “**Board**”) of the Company and all Directors warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept responsibility for the truthfulness, accuracy and completeness of this announcement.

**IMPORTANT NOTICE:**

- Whether any of the proposed resolutions at the meeting was objected: none

**I. CONVENING AND ATTENDANCE OF THE MEETING**

- (I) Date of the annual general meeting (the “**AGM**”): 21 June 2018
- (II) Venue of the AGM: the Company’s conference room at 6 Xianlin Avenue, Nanjing

(III) Ordinary shareholders and preference shareholders with recovered voting rights who attended the meeting and their shareholdings:

1.	The number of shareholders attending in person or by proxy	17
	Including: the number of A shareholders	16
	the number of holders of foreign shares listed overseas ( <i>H shares</i> )	1
2.	The total number of shares carrying voting rights held by shareholders attending the meeting ( <i>shares</i> )	4,267,349,866
	Including: the total number of shares held by A shareholders	3,354,158,955
	the total number of shares held by holders of foreign shares listed overseas ( <i>H shares</i> )	913,190,911
3.	The number of shares carrying voting rights held by shareholders attending the meeting as a percentage of the total number of shares of the Company carrying voting rights (%)	84.71
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	66.58
	the number of shares held by holders of foreign shares listed overseas as a percentage of the total number of shares (%)	18.13

(IV) Whether the voting procedures were in compliance with the requirements under the Company Law and the Articles of Association of the Company, the presiding of the meeting and other details.

The convening, holding and voting procedures of the AGM were in compliance with the requirements under the Company Law and the Articles of Association. The election of Mr. Gu Dejun, an executive Director of the Company, as chairman of the AGM by more than half of the Directors was in compliance with the provisions under the Rules Governing Shareholders' General Meeting of Listed Companies (上市公司股東大會規則) issued by the China Securities Regulatory Commission.

(V) Attendance of the Directors, supervisors and secretary to the board of directors of the Company

1. Eight out of the 11 incumbent Directors of the Company attended the meeting. Mr. Chang Qing (Director), Mr. Du Wenyi (Director) and Mr. Zhang Erzhen (Independent Non-executive Director), were unable to attend due to other business arrangement;
2. Three out of the five incumbent supervisors of the Company attended the meeting. Two supervisors, namely Mr. Chen Xianghui and Mr. Chen Zhongyang, were unable to attend due to other business arrangement;
3. Mr. Yao Yongjia, the secretary to the Board, attended the meeting; Mr. Zhou Chongming, deputy general manager, was unable to attend due to other business arrangement; other members of the senior management were also present at the meeting.

## II. VOTING RESULTS OF THE RESOLUTIONS

### (I) Resolutions by non-cumulative poll

1. Resolution: **to approve the work report of the board of directors of the Company for the year ended 31 December 2017.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,052,655	78.5980	106,200	0.0025	100	0
H share	909,090,911	21.3035	3,586,000	0.0840	514,000	0.0120
The total number of ordinary shares:	4,263,143,566	99.9015	3,692,200	0.0865	514,100	0.0120

2. **Resolution: to approve the work report of the supervisory committee of the Company for the year ended 31 December 2017.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,052,655	78.5981	106,200	0.0025	100	0
H share	908,462,911	21.2887	4,214,000	0.0987	514,000	0.0120
The total number of ordinary shares:	4,262,515,566	99.8868	4,320,200	0.1012	514,100	0.0120

3. **Resolution: to approve the audit report and financial statements of the Company for the year ended 31 December 2017.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,052,655	78.5980	106,200	0.0025	100	0
H share	909,090,911	21.3035	3,586,000	0.0840	514,000	0.0120
The total number of ordinary shares:	4,263,143,566	99.9015	3,692,200	0.0865	514,100	0.0120

4. **Resolution: to approve the final accounting report of the Company for 2017.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,052,655	78.5980	106,200	0.0025	100	0
H share	909,090,911	21.3035	3,586,000	0.0840	514,000	0.0120
The total number of ordinary shares:	4,263,143,566	99.9015	3,692,200	0.0865	514,100	0.0120

5. **Resolution: to approve the financial budget report of the Company for 2018.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,052,655	78.5980	106,200	0.0025	100	0
H share	912,562,911	21.3848	628,000	0.0147	0	0
The total number of ordinary shares:	4,266,615,566	99.9828	734,200	0.0172	100	0

6. **Resolution: to approve the final dividend distribution proposal of the Company for 2017: the Company proposed to distribute final dividends of RMB0.44 (tax inclusive) per share in favour of the shareholders.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,050,255	78.5980	108,700	0.0025	0	0
H share	913,190,911	21.3995	0	0	0	0
The total number of ordinary shares:	4,267,241,166	99.9975	108,700	0.0025	0	0

7. **Resolution: to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditors of the financial report and internal auditor for the year 2018 at a remuneration of RMB3,200,000 per year.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,051,655	78.5980	106,200	0.0025	1,100	0
H share	905,820,911	21.2268	7,370,000	0.1727	0	0
The total number of ordinary shares:	4,259,872,566	99.8248	7,476,200	0.1752	1,100	0

**The following resolutions were passed at the meeting by way of special resolutions:**

8. **Resolution: to approve the certain amendments of Articles of Association of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,052,655	78.5980	106,200	0.0025	100	0
H share	901,285,532	21.1205	11,905,379	0.2790	0	0
The total number of ordinary shares:	4,255,338,187	99.7185	12,011,579	0.2815	100	0

9. **Resolution regarding the approval of the grant of a general mandate to the board of directors of the Company for issuing debt financing instruments (item by item):**

9.01. Resolution: **to approve the issue size and method;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

**9.02. Resolution: to approve the type of debt financing instruments;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

**9.03. Resolution: to approve the maturity of the debt financing instruments;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0



**9.04. Resolution: to approve the target subscribers and arrangement for placement to shareholders;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

**9.05. Resolution: to approve the interest rate at issuance;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

#### 9.06. Resolution: **to approve the use of proceeds;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

#### 9.07. Resolution: **to approve listing;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

**9.08. Resolution: to approve the guarantee;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

**9.09. Resolution: to approve the validity period of the resolution;**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

## 9.10. Resolution: **to approve the authorisation arrangement.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	3,354,040,155	78.5977	118,700	0.0028	100	0
H share	910,190,911	21.3292	3,000,000	0.0703	0	0
The total number of ordinary shares:	4,264,231,066	99.9269	3,118,700	0.0731	100	0

## (II) Voting results of resolutions by cumulative poll

### 1. Resolutions in relation to the election of Directors:

Resolution No.	Resolution	Number of votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
10.01	to elect Mr. Gu Dejun as an executive Director of the Ninth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Gu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,209,195,081	98.6372	Yes
10.02	to elect Mr. Chen Yanli as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,203,318,906	98.4995	Yes

<b>Resolution No.</b>	<b>Resolution</b>	<b>Number of votes</b>	<b>Number of votes as a percentage of valid voting rights present at the meeting (%)</b>	<b>Whether elected</b>
10.03	to elect Mr. Chen Yongbing as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,203,318,907	98.4995	Yes
10.04	to elect Mr. Yao Yongjia as an executive Director of the Ninth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Yao with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,208,669,078	98.6249	Yes
10.05	to elect Mr. Wu Xinhua as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Wu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,940,965,764	92.3516	Yes
10.06	to elect Ms. Hu Yu as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Ms. Hu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,940,965,765	92.3516	Yes
10.07	to elect Mr. Ma Chung Lai, Lawrence as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Ma with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of HK\$300,000 (after tax).	4,203,333,906	98.4999	Yes

## 2. Resolutions in relation to the election of independent Directors:

Resolution No.	Resolution	Number of Votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
11.01	to elect Mr. Zhang Zhuting as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Zhang with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	3,986,453,751	93.4176	Yes
11.02	to elect Mr. Chen Liang as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	4,247,941,891	99.5452	Yes
11.03	to elect Mr. Lin Hui as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Lin with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	4,247,941,892	99.5452	Yes
11.04	to elect Mr. Zhou Shudong as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Zhou with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	4,265,548,270	99.9578	Yes

### 3. Resolution in relation to the election of Supervisors

<b>Resolution No.</b>	<b>Resolution</b>	<b>Number of Votes</b>	<b>Number of votes as a percentage of valid voting rights present at the meeting (%)</b>	<b>Whether elected</b>
12.01	to elect Ms. Yu Lanying as a Supervisor of the Ninth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Ms. Yu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,988,743,585	93.4712	Yes
12.02	to elect Mr. Ding Guozhen as a Supervisor of the Ninth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Ding with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,988,743,582	93.4712	Yes
12.03	to elect Mr. Pan Ye as a Supervisor of the Ninth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Pan with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,235,425,823	99.2519	Yes

**(III) Voting results of shareholders with less than 5% share interest in relation to material items**

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
6	to approve the final dividend distribution proposal of the Company for 2017: the Company proposed to distribute final dividends of RMB0.44 (tax inclusive) per share in favour of the shareholders.	4,267,241,166	99.9975	108,700	0.0025	0	0
7	to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditors of the financial report and internal auditor for the year 2018 at a remuneration of RMB3,200,000 per year.	4,259,872,566	99.8248	7,476,200	0.1752	1,100	0
10.01	to elect Mr. Gu Dejun as an executive Director of the Ninth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Gu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,209,195,081	98.6372				
10.02	to elect Mr. Chen Yanli as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,203,318,906	98.4995				



Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
10.03	to elect Mr. Chen Yongbing as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,203,318,907	98.4995				
10.04	to elect Mr. Yao Yongjia as an executive Director of the Ninth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Yao with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,208,669,078	98.6249				
10.05	to elect Mr. Wu Xinhua as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Wu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,940,965,764	92.3516				

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
10.06	to elect Ms. Hu Yu as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Ms. Hu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,940,965,765	92.3516				
10.07	to elect Mr. Ma Chung Lai, Lawrence as a non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Ma with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of HK\$300,000 (after tax).	4,203,333,906	98.4999				
11.01	to elect Mr. Zhang Zhuting as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Zhang with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	3,986,453,751	93.4176				

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
11.02	to elect Mr. Chen Liang as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	4,247,941,891	99.5452				
11.03	to elect Mr. Lin Hui as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Lin with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	4,247,941,892	99.5452				

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
11.04	to elect Mr. Zhou Shudong as an independent non-executive Director of the Ninth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Zhou with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020, and an annual director's remuneration of RMB90,000 (after tax).	4,265,548,270	99.9578				
12.01	to elect Ms. Yu Lanying as a Supervisor of the Ninth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Ms. Yu with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,988,743,585	93.4712				
12.02	to elect Mr. Ding Guozhen as a Supervisor of the Ninth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Ding with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	3,988,743,582	93.4712				

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
12.03	to elect Mr. Pan Ye as a Supervisor of the Ninth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Pan with a term commencing from the date of the annual general meeting for the year 2017 and expiring on the date of the annual general meeting to be convened for the year 2020.	4,235,425,823	99.2519				

#### **(IV) Details in relation to the voting results of the resolutions**

Resolutions 1 to 7 were ordinary resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over half of the votes were cast in favour of such resolutions.

Resolutions 8 and 9.01–9.10 were special resolutions. All these resolutions were duly passed as over two thirds of the votes were cast in favour of such resolutions.

Resolutions 10.01 to 10.07, 11.01 to 11.04 and 12.01 to 12.03 were ordinary resolutions voted on by cumulative poll. All these resolutions were duly passed as more than half of the votes were cast in favour of such resolutions.

All the resolutions considered at the AGM were passed by way of poll based on the sum of on-site votes and internet votes. No shareholders who were entitled to attend the AGM, were require to abstain from voting in favour of or could only vote against any of the resolutions proposed thereat.

Deloitte Touche Tohmatsu Certified Public Accountants LLP was the scrutineer for the vote-taking of the resolutions at the AGM.

### III. ATTESTATION BY LAWYER

1. The AGM was attested by: C & T Partners Law Firm Office (江蘇世紀同仁律師事務所)

Lawyers: Mr. Ju Jianping and Mr. Wan Wei

2. Concluding opinions from the lawyers for the attestation:

The convening and holding procedures of the AGM were in compliance with relevant laws and regulations and the Company's Articles of Association; the qualifications of the convener and the persons attending the meeting were lawful and valid; and the voting procedures conducted at the meeting and the voting results thereof were lawful and valid.

### IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions of the AGM as signed and confirmed by the Directors present at the meeting and the recorder of the meeting with a seal of the Board affixed thereto;
2. Legal opinion with the signature of the managing partner of the attesting law firm under its company seal;
3. Other documents required by Shanghai Stock Exchange.
4. Apart from the above resolutions passed at the AGM, the Company would like to explain its 2017 final dividends distribution proposal as follows:

1. The resolution to distribute a final dividend of RMB0.44 per share (tax inclusive) for the year ended 31 December 2017 to all shareholders of the Company as proposed by the Board of the Company was passed at the AGM. As regards the method of distribution of the final dividends, the Board of the Company hereby announces that:

Pursuant to the Company's Articles of Association, dividends payable to holders of H shares of the Company are required to be denominated in RMB and paid in HK\$, which shall be calculated in accordance with the following conversion formula:

$$\text{Amount of dividend in HK\$} = \frac{\text{Amount of dividend in RMB}}{\text{The average closing exchange rate of RMB to HK\$ as quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend}}$$

For the purpose of the distribution of this final dividend, the date of declaration is 21 June 2018. The average closing exchange rate of RMB to HK\$ quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend was HK\$100:RMB81.862. Accordingly, the final dividend for H shares of the Company would be HK\$0.5375 per share.

2. Reference is made to the circular and announcement of the Company dated 4 May 2018. The record date of the H shares of the Company for the final dividend for the year ended 31 December 2017 shall be 2 July 2018. The register of members of H shares of the Company will be closed from 28 June 2018 to 2 July 2018 (both days inclusive), during which no transfer of H shares of the Company will be effected. Holders of H shares of the Company who wish to be entitled to receive final dividend for the year ended 31 December 2017 must deliver their instruments of transfer together with the relevant share certificates to Hong Kong Registrars Limited, the registrar of H Shares of the Company, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 26 June 2018.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (the “**Receiving Agent**”), to receive on behalf of the holders of H shares all dividends declared in respect of H shares of the Company. The Receiving Agent is a trust company registered under the Trustee Ordinance of Hong Kong. Cheques for the H share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to holders of H shares of the Company, at their own risks, on or before 13 July 2018 (i.e. the date of distribution of dividends on H shares of the Company).

3. Pursuant to the Law of the People's Republic of China on Enterprise Income Tax and the relevant implementing rules (the “**EIT Law**”) which came into effect on 1 January 2008, the Company is required to withhold and pay the enterprise income tax at a tax rate of 10% on behalf of the Company's H share non-resident enterprise shareholders (as defined under the EIT Law, including HKSCC (Nominees) Limited, other corporate nominees or trustees, or other organizations or entities) when distributing dividends.

As stipulated in the “Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders which are Overseas Non-resident Enterprises” (Guo Shui Han [2008] No. 897), when Chinese resident enterprises distribute dividends to their H shareholders who are overseas non-resident enterprises, the enterprise income tax shall be withheld at a uniform rate of 10%. After receiving dividends, non-resident enterprises may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by a person who has tax withholding or payment obligation and provide information to prove that it is an actual beneficiary under the requirement of taxation treaties (arrangement). After the relevant tax authorities have verified that there is no error, it shall refund tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the taxation treaties (arrangement).

Pursuant to the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets” (Cai Shui [2014] No.81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets” (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends derived by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H share companies shall withhold individual income tax at a tax rate of 20% for the investors. For domestic securities investment funds that invest in shares listed on the Stock Exchange through Shanghai- Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. For domestic enterprise investors that invest in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H share companies will not withhold enterprise income tax in the distribution of dividends on their behalves, and the domestic enterprise investors shall report and pay the relevant taxes payable themselves. Any dividend received in respect of H shares which have been continuously held by a domestic enterprise investor for 12 months shall be exempted from enterprise income tax.



The Company will withhold and arrange for the payment of the withholding tax on behalf of the individual H shareholders pursuant to relevant laws and regulations. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H shareholders or any disputes over the withholding mechanism or arrangements.

H shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H shares of the Company.

4. An announcement on the distribution of dividends on domestic A shares will be published separately.

By Order of the Board  
**Yao Yongjia**  
*Secretary to the Board*

Nanjing, the PRC, 21 June 2018

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

*Gu Dejun, Chen Yanli, Chen Yongbing, Yao Yongjia, Wu Xinhua, Hu Yu, Ma Chung Lai, Lawrence, Zhang Zhuting\*, Chen Liang\*, Lin Hui\*, Zhou Shudong\**

\* *Independent Non-executive Directors*