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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 RESOLUTION OF
THE SECOND MEETING OF
THE NINTH SESSION OF THE BOARD**

The board of directors of the Company and all of its 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.

I. CONVENING OF THE MEETING

- (I) The second meeting (the “**Meeting**”) of the ninth session of the board of directors of Jiangsu Expressway Company Limited (the “**Company**”) was held by way of voting via telecommunication on 28 June 2018.
- (II) Notice of the Meeting was sent by mail or personal delivery to all directors.
- (III) 11 eligible directors have voted at the Meeting.
- (IV) The procedures of convening the Meeting were in compliance with the relevant provisions of Company Law of the People's Republic of China and the Articles of Association of the Company. The resolutions passed at the Meeting are valid.

II. VOTING RESULTS OF THE RESOLUTION

The following resolution was considered and approved at the Meeting:

1. To consider and approve the resolution in relation to amendments to certain provisions of the Articles of Association of the Company.

It was agreed to make relevant amendments to the Article 1.1, Article 9.43, Article 11.5 and Article 14.4 of the Articles of Association, insert a new Chapter 4 and **renumber the original chapter numbers of the Articles of Association accordingly**; and submit the proposed resolution to the first extraordinary general meeting of 2018 for consideration; for details of the amendments to the Articles of Association, please refer to the Announcement on Amendments to Certain Provisions of the Articles of Association.

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

This resolution was duly passed.

By Order of the Board
Yao Yong Jia
Secretary to the Board

Nanjing, the PRC, 29 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* and Zhou Shudong**

** Independent Non-executive Directors*