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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 RESOLUTION OF
THE FIRST 2018 EXTRAORDINARY GENERAL MEETING**

This announcement is made pursuant to the disclosure requirements 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 General Meeting: 23 August 2018

(II) Venue of the General Meeting: 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>)	4,232,990,343
	Including: the total number of shares held by A shareholders	3,359,431,822
	the total number of shares held by holders of foreign shares listed overseas (<i>H shares</i>)	873,558,521
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 (%)	84.03
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	66.69
	the number of shares held by holders of foreign shares listed overseas as a percentage of the total number of shares (%)	17.34

(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 General Meeting were in compliance with the requirements under the Company Law and the Articles of Association. The chairman of the General Meeting was elected by majority vote of directors and was in accordance with requirement of the Regulations on General Meetings of Listed Company issued by the China Securities Regulatory Commission. Mr. Gu Dejun, the chairman of the Board of the Company, presided as chairman of the General Meeting.

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

1. 8 out of the 11 incumbent Directors of the Company attended the meeting. Mr. Wu Xinhua and Madam Hu Yu, non-executive directors and Mr. Zhang Zhuting, independent non-executive director were unable to attend due to other business arrangement;
2. 4 out of the five incumbent supervisors of the Company attended the meeting. Mr. Pan Ye, supervisor, was unable to attend due to other business arrangement;
3. Mr. Yao Yongjia, the secretary to the Board, attended the meeting; other members of the senior management were also present at the meeting.

II. VOTING RESULTS OF THE RESOLUTION

(I) Resolutions by non-cumulative poll

1. 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	3,345,190,266	79.03	14,241,456	0.34	100	0.00
H share	249,423,520	5.89	624,135,001	14.74	0	0.00
The total number of ordinary shares:	3,594,613,786	84.92	638,376,457	15.08	100	0.00

(II) 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 (%)
1	To approve certain amendments of Articles of Association	12,235,189	46.9721	13,812,458	53.0274	100	0.0005

(III) Details in relation to the voting results of the resolution

Resolution 1 was a special resolution. The resolution was duly passed as over two-thirds of the votes were cast in favour of such resolutions.

The resolution considered at the General Meeting was passed by way of poll based on the sum of on-site votes and internet votes. No shareholders who were entitled to attend the General Meeting, were required 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 resolution at the General Meeting.

III. ATTESTATION BY LAWYER

1. The General Meeting 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 General Meeting 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. Resolution of the General Meeting 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.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 24 August 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*