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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)

NOTICE OF
2018 SECOND EXTRAORDINARY GENERAL MEETING

Important Notice:

- Date of the EGM: 25 October 2018
- Online voting for the EGM: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “**EGM**”) of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company will be held on Thursday, 25 October 2018 3:00 p.m. at 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China. Please note the following:

I. INFORMATION OF THE GENERAL MEETING

- (1) Type and Session of General Meeting: 2018 Second Extraordinary General Meeting
- (2) Convener: the Board
- (3) Voting method: voting on site and online voting (for holders of A shares of the Company)

(4) Venue, date and time for on-site voting:

- Date and time: 25 October 2018 at 3:00 p.m.
- Venue: 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China

(5) System, commencement and ending time and date of online voting:

Online voting system: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings

Commencement and ending time of online voting: From 25 October 2018 to 25 October 2018

Voting period for online voting: Via the voting platform of the trading system of Shanghai Stock Exchange Online Voting System: the trading hours on the date of the EGM, i.e. 9:15 a.m. – 9:25 a.m., 9:30 a.m. – 11:30 a.m. and 1:00 p.m. – 3:00 p.m.

Via internet platform: 9:15 a.m. – 3:00 p.m. on the date of the EGM

(6) Margin trading, short selling and refinancing[#], agreed repurchase accounts and Shanghai- Hong Kong Stock Connect Investors voting procedure: voting involving margin trading, short selling and refinancing, agreed repurchase accounts as well as by Shanghai-Hong Kong Stock Connect Investors should be conducted in accordance with regulations including the “Implementation Rules of Online Voting for Shareholders Meeting of Listed Companies” issued by the Shanghai Stock Exchange.

(7) Regarding solicitation of voting rights from shareholders:

Not applicable

[#] Refer to the margin trading, short selling and refinancing activities under the “Pilot Measures for Supervision and Administration of Refinancing Business”

II. RESOLUTION TO BE CONSIDERED AT THE EGM

Resolution by non-cumulative poll

The following resolution shall be considered by way of special resolution by all holders of A Shares and H Shares of the Company:

1. To approve the amendment of Article 12.1 of the Articles of Association.

Resolution of Cumulative Poll

No.	Name of Resolution	Type of Voting Shareholders Holders of A Shares and Holders of H Shares
2.00	Resolution of appointment of executive Director	To appoint (1) executive Director
2.01	To appoint Mr. Sun Xibin as an executive Director of the Ninth Session of the Board of Directors of the Company and to approve the signing of an executive director service contract between the Company and Mr. Sun, with a term commencing from the date of the 2018 Second Extraordinary General Meeting and expiring on the date of the 2020 Annual General Meeting.	
3.00	Resolution of appointment of independent non-executive Director	To appoint (1) independent non-executive Director
3.01	To appoint Mr. Liu Xiaoxing as an independent non-executive Director of the Ninth Session of the Board of Directors of the Company and to approve the signing of an non-executive director service contract between the Company and Mr. Liu, with a term commencing from the date of the 2018 Second Extraordinary General Meeting and expiring on the date of the 2020 Annual General Meeting with an annual remuneration of RMB90,000 (after-tax).	

Notes:

- (1) Dates and media of disclosure of the resolution:

For details of the resolution on amendment of Articles of Association of the Company, please refer to the announcement of the Company on amendment of certain Articles of Association of the Company published on 24 August 2018. Holders of H shares may also refer to the circular of the Company dated 6 September 2018.

For details of the resolution on appointment of executive Director and independent non-executive Director, please refer to the announcement of the Company published on 24 August 2018 on resolutions passed by the third meeting of the Ninth Session of the Board. Holders of H shares may also refer to the circular of the Company dated 6 September 2018.

These announcements and information have been disclosed in China Securities Journal, Shanghai Securities News and the websites of the Company (www.jsexpressway.com), The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn).

- (2) Special resolution: 1.
- (3) Resolution(s) with separate counting of votes from small and medium investors: 1.2.3.
- (4) Resolution(s) which interested shareholder(s) will abstain from voting: nil.
Name(s) of the interested shareholder(s) to abstain from voting: nil.
- (5) Resolution(s) which holders of preference shares will vote on: nil.

III. MATTERS OF CONCERN FOR VOTING AT THE EGM

1. Shareholders of the Company who would like to cast his or her vote through the Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings may either log in the voting platform of the trading system (through the terminus of any specified securities trading company) or the internet voting platform (website: vote.sseinfo.com) to vote. Any investor who logs in the internet voting platform to vote for the first time is required to have his or her identity as a shareholder verified. For details, please refer to the instructions for the internet voting platform on the website.
2. Any shareholder of the Company holding more than one shareholder's account may vote using any of the said accounts through the Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings. After voting, such shareholder is deemed to have cast his or her votes in the same way in respect of all the ordinary or preference shares of the same class held under his or her said accounts.

3. In case the number of votes cast by a shareholder of the Company exceeds the number of votes that the shareholder is entitled to cast, or in case the number of votes casted outnumber the number of candidates to be elected in a competitive election, the votes for that particular resolution shall be deemed void.
4. If the same vote is cast more than once by way of voting in the physical meeting, via Shanghai Stock Exchange Online Voting System or otherwise, the vote first in time prevails.
5. Submission can only be made after the shareholder has voted all resolutions.
6. For details of the adoption of cumulative poll in the election of executive Director and independent non-executive Director, please refer to Appendix III.

IV. ENTITLEMENT TO ATTENDANCE AND VOTING

1. Holders of A shares of the Company who are registered with the Shanghai Branch of China Securities Depository & Clearing Corporation Limited as at the close-of-trading of the afternoon session on 21 September 2018 are entitled to attend the EGM (details as set out in the following table) and holders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 21 September 2018 are entitled to attend the EGM; and may appoint prox(ies) in writing to attend and vote at the EGM. Such prox(ies) need not be shareholder(s) of the the Company.

Class of shares	Stock Code	Stock Short Name	Record Date
A Shares	600377	寧滬高速	21 September 2018

2. Directors, supervisors and senior management of the Company;
3. Lawyers engaged by the Company; and
4. other persons: other persons invited by the Board.

V. REGISTRATION FOR ATTENDING THE EGM

1. Shareholders of the Company who are registered with the Shanghai Branch of China Securities Depository & Clearing Corporation Limited or the Caochangmen Outlet of Huatai Securities Co., Ltd. (the former Jiangsu Securities Depository Company (江蘇證券登記公司)) as at the close of trading of the afternoon session on 21 September 2018, and shareholders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 21 September 2018 are entitled to attend and vote at the EGM, provided that such shareholders shall complete and return the confirmation slip to the Company before 5 October 2018. Further details are set out in the confirmation slip.
2. Registration of transfers of H shares will be suspended by the Company from 22 September 2018 to 25 October 2018 (both days inclusive). Shareholders of H shares who wish to be eligible to attend and vote at the EGM 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, **no later than 4:30 p.m. on 21 September 2018.**
3. A shareholder who has the right to attend and vote at the EGM is entitled to appoint a proxy (whether or not a shareholder) to attend and vote on his/her behalf. A shareholder (or his/her proxy) is entitled to cast one vote for each share he/she holds or represents. Notwithstanding completion and delivery of the form of proxy, a shareholder (or his/her proxy) may attend and vote at the EGM. Nevertheless, the appointment of the proxy will be deemed to have been revoked by the shareholder. A domestic shareholder (or his/her proxy) shall present his/her shareholder account number to attend the meeting. A domestic corporate shareholder shall present its shareholding confirmation if its shareholder account had not yet been changed.
4. The instrument appointing a proxy must be in writing under the hand of the shareholder or his/her attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the shareholder, an authorisation that authorised such signatory shall be notarised. To be valid, such notarised authorisation together with the form of proxy must be delivered to the Secretariat Office of the Board of the Company, or in case of holders of H shares of the Company, must be deposited at Hong Kong Registrars Limited, the Registrar of H shares of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM (being no later than 3:00 p.m. on 24 October 2018 (Hong Kong/Beijing time)).

VI. MISCELLANEOUS

1. The EGM will last for half a day. Shareholders and their proxies attending the EGM will be responsible for their own accommodation, travelling and other expenses.
2. Contact Secretariat Office of the Board, 6 Xianlin Avenue, Nanjing,
address: Jiangsu Province, the People's Republic of China

Postal code: 210049

Telephone: (86) 25-8436 2700 ext. 301315 or (86) 25-8446 4303 (direct
line)

Fax: (86) 25-8420 7788
3. All resolutions will be passed by way of poll.
4. In case during the electronic voting period for holders of A shares, there occurs any material event which affects the voting system, the proceedings of the EGM shall be conducted in accordance with notice published on such date.
5. The form of proxy and confirmation slip for the EGM will be despatched to holders of H Shares of the Company with the circular of the Company dated 6 September 2018.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 6 September 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*