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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold** all your shares in Jiangsu Expressway Company Limited, you should at once hand this circular and the accompanying form of proxy and confirmation slip to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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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)**

**(1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
PROPOSED APPOINTMENT OF DIRECTORS  
AND  
(2) NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

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A notice convening the 2018 Second Extraordinary General Meeting to be held at 6 Xianlin Avenue, Nanjing, the P.R.C. on Thursday, 25 October 2018 at 3:00 p.m. is set out on pages N-1 to N-7 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company or in case of holders of H shares of the Company, to 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 as soon as possible and, in any event, not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting (being no later than 3:00 p.m. on 24 October 2018 (Hong Kong/Beijing time)). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish, in which case you will be deemed to have withdrawn the proxy you have appointed.

6 September 2018



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LETTER FROM THE BOARD

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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)**

*Directors:*

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

*Registered Office:*

6 Xianlin Avenue  
Qixia District  
Nanjing  
Jiangsu Province  
PRC

\* *Independent non-executive Directors*

6 September 2018

*To shareholders of the Company*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
PROPOSED APPOINTMENT OF DIRECTORS  
AND  
(2) NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

**A. INTRODUCTION**

The board (the “**Board**”) of directors (the “**Directors**”) of Jiangsu Expressway Company Limited (the “**Company**”) announced that on 24 August 2018 it has resolved to amend the articles of association of the Company (the “**Amendments of Articles**”); to appoint an additional executive Director and an additional independent non-executive Director and submit the above proposal for shareholders consideration and approval at the Company’s 2018 Second Extraordinary General Meeting (the “**EGM**”).

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide, among other things, (i) details of the proposed Amendments of Articles and (ii) information on the proposed appointment of Directors; and (iii) notice of the EGM.

### **B. PROPOSED AMENDMENTS OF ARTICLES**

#### **1. Reasons for the Proposed Amendments of Articles**

The Amendments of Articles is made in order to fulfill the current and future development of the Company, the Board aims to increase the number of Directors by two from 11 to 13.

The Amendments of Articles were considered and approved at the third meeting of the Ninth Session of the Board held on 24 August 2018. The amended Articles of Association will take effect on the date of approval at the EGM.

#### **2. Summary of Amendments of Articles**

Details of the Amendments of Articles are set out in the Appendix I. Set out below a summary of the Amendments of Articles:

- I. Article 12.1 – The Board will increase 2 Directors, from 11 to 13 Directors, of which the number of independent Directors will be increased from 4 to 5 independent Directors.

### **C. ELECTION OF DIRECTORS**

In view of the current and future development requirement of the Company, the Board proposes to appoint one additional executive Director and one additional independent non-executive Director to the Ninth Session of the Board and put forward the same for shareholders to consider and approve at the EGM:

- (i) To appoint Mr. Sun Xibin as executive Director; and
- (ii) To appoint Mr. Liu Xiaxing as independent non-executive Director.

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## LETTER FROM THE BOARD

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Please refer to Appendix II for personal information of all the Director candidates of the Company.

In accordance with the Company Law and the articles of association of the Company, the tenure of the Directors will commence on the date of the EGM and will expire on the date of the annual general meeting to be convened for the year 2020. The Company will enter into an executive director service contract and an independent non-executive director service contract with Mr. Sun Xibin and Mr. Liu Xiaxing, respectively. The Director's remuneration (after tax) of Mr. Liu Xiaxing will be RMB90,000 per annum. Mr. Sun is entitled to all staff benefits under the PRC law and his salary will be determined with reference to market price.

The nomination committee of the Company has assessed the independence of Mr. Liu Xiaxing and considered that he has satisfied the criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"). To the best knowledge of the Directors, as at 30 August 2018, being the latest practicable date for ascertaining information for inclusion in this circular, the Company is not aware of any matters or events that may occur and affect the independence of Mr. Liu Xiaxing.

The Board considers that the additional of two extra Directors will provide the Board further diversity and trusts these Director candidates will give the Board and its committees on which he will serve the benefit of his skills, expertise and qualifications.

### **D. BOOK CLOSURE FOR H SHARES FOR THE EGM**

According to the articles of association of the Company, registration of transfers of H shares will be suspended by the Company from 22 September 2018 to 25 October 2018 (both days inclusive). Holders of H shares of the Company 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.

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## LETTER FROM THE BOARD

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### **E. THE EGM**

The EGM will be held at 6 Xianlin Avenue, Nanjing, the PRC on Thursday, 25 October 2018 at 3:00 p.m.. A notice of the said meeting is set out on pages N-1 to N-7 of this circular. A special resolution will be proposed for approving the Amendments of Articles. The election of executive Director and independent non-executive Director will be passed by way of cumulative poll.

The Board considers that the terms of the resolutions to be approved at the EGM are fair and reasonable, and recommends shareholders to vote in favour of such resolutions.

All resolutions will be passed by way of poll.

For H shareholders, whether or not you are able to attend the EGM, you are requested to (i) complete the accompanying confirmation slip in accordance with the instructions printed thereon and return the same to the Company no later than 5 October 2018, and to (ii) complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company not less than 24 hours before the time appointed for holding the EGM (being no later than 3:00 p.m. on 24 October 2018 (Hong Kong/Beijing time)). Completion and return of the form of proxy will not preclude H shareholders from attending and voting at the EGM. Under these circumstances, the H shareholders will be deemed to have withdrawn the appointment of the proxy.

The form of proxy for domestic shareholders will be published in China Securities Journal, Shanghai Securities News and the websites of the Company ([www.jsexpressway.com](http://www.jsexpressway.com)), the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)). Domestic shareholders are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the registered office of the Company.

By order of the Board  
**Jiangsu Expressway Company Limited**  
**Gu Dejun**  
*Chairman*

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**APPENDIX I                      SUMMARY OF THE PROPOSED AMENDMENTS OF ARTICLES**

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Set out below the proposed amendments to the articles of association of the Company:

<b>Number</b>	<b>Original Articles</b>	<b>Amended Articles</b>
1.	Article 12.1:  The Company shall establish a Board of directors. The Board comprises of 11 directors, of which 4 shall be independent directors. The Board shall have one Chairman.	Article 12.1:  The Company shall establish a Board of directors. The Board comprises of <del>11</del> <u>13</u> directors, of which <del>4</del> <u>5</u> shall be independent directors. The Board shall have one Chairman.

Set out below is information as required under Rule 13.51(2) of the Hong Kong Listing Rules in respect of the Director candidates for election at the EGM.

**A. PERSONAL INFORMATION OF DIRECTOR CANDIDATES NOMINATED FOR ELECTION**

**(i) Executive Director**

**Mr. Sun Xibin:**

Born in 1970, he holds a master's degree with postgraduate education. Mr. Sun currently serves as the general manager and the deputy secretary of the Party Committee of the Company. Mr. Sun has successively acted as the deputy general manager and a member of the Party Committee of the Company, the deputy director and a member of the Party Committee of the Jiangsu Expressway Operation and Management Center (江蘇省高速公路經營管理中心), and the general manager and the deputy secretary of the Party Committee of Jiangsu Coastal Highway Management Co., Ltd. (江蘇沿海高速公路管理有限公司) since 2003. Mr. Sun has been engaged in the corporate operation and management in the transport industry for a long term with profound knowledge and rich practical experience in modern corporate management.

**(ii) Independent non-executive Director**

**Mr. Liu Xiaoxing:**

Born in 1970, he holds a doctorate in management science and engineering (financial engineering) and a post-doctoral degree in finance in Fudan University. Mr. Liu is currently the dean and a professor of the Department of Finance under the School of Economics & management, Southeast University, a doctoral supervisor majoring in finance, a member of the Steering Committee for Professional Teaching of Finance in Colleges and Universities (全國高等學校金融學類專業教學指導委員會), a council member of the Chinese Finance Annual Meeting (中國金融學年會) and the Chinese Financial Projects Annual Meeting (中國金融工程年會) and the standing committee of Jiangsu Financial Youth Federation (江蘇省金融青年聯合會). Mr. Liu is a leader in the academic researches by middle-aged and young scholars in the "Excellence Project" (青藍工程) in Jiangsu Province, a tutor on technology entrepreneurship in Jiangsu Province and a committee member of the Department of Science under the School of Humanities, Southeast University. The main directions of his researches are financial theories and policies and analysis on investment and financing optimization.



He currently leads one key special program under the National Social Science Fund of China (國家社科基金) and two programs under the National Natural Science Foundation of China (國家自然科學基金) and has led and completed two programs under the National Natural Science Foundation of China and over 10 horizontal topics at the provincial and ministerial levels. Mr. Liu has published over 100 theses on the Applied Economics (SSCI), the Finance Research Letters (SSCI) and the Applied Economic Letters (SSCI), the Journal of Financial Research《金融研究》, the Journal of Management Sciences《管理科學學報》 in China and other domestic and overseas academic journals and published 4 works. He was awarded the first prize for “Excellent Project in Application and Research of Social Sciences” (社科應用研究精品工程) in Jiangsu Province in 2012.

**B. CONFIRMATION**

Save as disclosed above, each of the above mentioned Directors candidates has confirmed that he (i) is not related to any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or other member companies of the Group; (ii) does not have any interests in shares of the Company within the meaning defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) has not held any other directorships or other major appointments and qualifications in any listed companies in the past three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of shareholders of the Company, and there is no other information required to be disclosed pursuant to Rule 13.51(2)(h)–(v) of the Hong Kong Listing Rules.

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**APPENDIX III      ILLUSTRATION ON THE ADOPTION OF CUMULATIVE  
POLL IN THE ELECTION OF DIRECTORS**

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**ILLUSTRATION ON THE ADOPTION OF CUMULATIVE POLL IN THE ELECTION OF  
DIRECTOR**

- I. The elections of directors, independent directors and supervisors at a shareholder’s meeting will be numbered as separate groups of resolutions. Shareholders shall vote on each candidate under each separate group of resolution.
  
- II. The number of shares reported shall represent the votes to be cast for the elections. For each group of resolutions, the total number of votes to which a shareholder is entitled for each share held by himself/herself shall be equal to the number of directors or supervisors to be elected under that particular group of resolutions. If a shareholder holds 100 shares of the company, and there are 10 directors to be elected at the general meeting with 12 candidates taking part in the directorship election, that shareholder shall be entitled to a total number of 1,000 votes for the shares held by himself/herself in respect of that particular group of resolutions on the election.
  
- III. Voting of shareholders shall be confined to the number of votes to which he/she is entitled in respect of each group of resolutions. Shareholders may cast their votes at their own discretion by casting his/her vote on one candidate or on different candidates in any combination. Upon completion of the voting, the votes will be counted cumulatively in respect of each of the resolutions.
  
- IV. Example:

A listed company convenes a general meeting for election of members of the board of directors and supervisory committee by way of cumulative poll, and there are six candidates to be elected for five directorships and two candidates to be elected for three supervisorships. The matters required to be voted by poll are as follows:

<b>Resolutions by cumulative poll</b>		
4.00	Resolution in relation to election of directors	Number of votes
4.01	e.g.: Chen × ×	
4.02	e.g.: Zhao × ×	
4.03	e.g.: Jiang × ×	
.....	.....	
4.06	e.g.: Song × ×	

**APPENDIX III ILLUSTRATION ON THE ADOPTION OF CUMULATIVE POLL IN THE ELECTION OF DIRECTORS**

<b>Resolutions by cumulative poll</b>		
5.00	Resolution in relation to election of independent directors	Number of votes
5.01	e.g.: Zhang × ×	
5.02	e.g.: Wang × ×	
5.03	e.g.: Yang × ×	
6.00	Resolution in relation to election of supervisors	Number of votes
6.01	e.g.: Li × ×	
6.02	e.g.: Chen × ×	
6.03	e.g.: Huang × ×	

If an investor holds 100 shares in the company upon close of trading on the equity rights registration date, under the system of cumulative poll, he/she will be entitled to 500 votes for resolution No. 4.00 titled “Resolution in relation to election of directors”, 200 votes for resolution No. 5.00 titled “Resolution in relation to election of independent directors” and 200 votes for resolution No. 6.00 titled “Resolution in relation to election of supervisors”.

Such investor may cast a maximum of 500 votes on resolution No. 4.00 at his/her own discretion in favour of one candidate or different candidates in any combination.

Details are set out below:

No.	Name of resolution	Number of votes			
		Scenario I	Scenario II	Scenario III	Scenario...
4.00	Resolution in relation to election of directors	–	–	–	–
4.01	e.g.: Chen × ×	500	100	100	
4.02	e.g.: Zhao × ×	0	100	50	
4.03	e.g.: Jiang × ×	0	100	200	
.....	.....	.....	.....	.....	
4.06	e.g.: Song × ×	0	100	50	

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# NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

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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

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## NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

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- (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<sup>#</sup>, 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

<sup>#</sup> 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.

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**NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

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**Resolution of Cumulative Poll**

<b>No.</b>	<b>Name of Resolution</b>	<b>Type of Voting Shareholders Holders of A Shares and Holders of H Shares</b>
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).	

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## NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

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*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](http://www.jsexpressway.com)), The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Shanghai Stock Exchange ([www.sse.com.cn](http://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](http://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 outnumbers the number of candidates to be elected in a competitive election, the votes for that particular resolution shall be deemed void.

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## NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

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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 do 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 proxy(ies) in writing to attend and vote at the EGM. Such proxy(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.



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## NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

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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 address: Secretariat Office of the Board, 6 Xianlin Avenue, Nanjing, 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

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## NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

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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