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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)

**OVERSEAS REGULATORY ANNOUNCEMENT
ANNOUNCEMENT ON RESOLUTION OF
THE SIXTH MEETING OF THE NINTH SESSION OF THE BOARD**

The board of directors and all directors of the Company warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and jointly and severally accept responsibilities for the truthfulness, accuracy and completeness of this announcement.

I. CONVENING OF THE MEETING

- (I) The sixth meeting (the “**Meeting**”) of the Ninth Session of the board of directors of Jiangsu Expressway Company Limited (the “**Company**”) was held by way of on-site meeting on 16 January 2019.
- (II) Notice of the Meeting was sent by mail or personal delivery to all directors.
- (III) 13 directors were required to attend the Meeting and 13 directors attended the Meeting.
- (IV) The procedures of convening the Meeting were in compliance with the relevant provisions of the PRC Company Law and the Articles of Association of the Company. The resolution passed at the Meeting is 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 the Ordinary Related-party/Connected Transaction of Entering into of the Engineering Construction Contract between the Company and Jiangsu Sundian Engineering Co., Ltd. (江蘇現代路橋有限責任公司) (“**Jiangsu Sundian**”).

The entering into of the Contract on Water Supply Pipeline Reconstruction Engineering for Yangcheng Lake Service Area of Shanghai-Nanjing Expressway with an estimated contract amount of no more than RMB5 million by the Company with Jiangsu Sundian be approved and that Mr. Sun Xibin, a director of the Company, be authorised to deal with relevant matters. Though the transaction is a related-party/connected transaction, it does not trigger any disclosure requirements under the listing rules of Shanghai and Hong Kong.

All directors (including independent non-executive directors) of the Company are of the view that the transaction contemplated under the resolution is conducted in the ordinary and usual course of business of the Company and its subsidiaries and on normal commercial terms, and the terms of the transaction are fair and reasonable; the Company does not rely on the related party/connected transaction to generate its income or profit, and the independence of the Company as a listed company will not be impaired; there will be no adverse impact on the Company and the interests of the Company and non-related/connected shareholders, in particular those of minority shareholders, will not be impaired; and the transaction is in the interests of the Company and its shareholders as a whole.

As the resolution involves matters regarding related party/connected transaction, Mr. Gu Dejun, Mr. Chen Yanli and Mr. Chen Yongbing, being related/connected directors, had abstained from voting on the resolution, and the rest of the directors had voted on the resolution.

Voting results: Approving votes: 10; Dissenting Votes: 0; Abstention Votes: 0.

The resolution was duly passed.

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

Nanjing, the PRC, 17 January 2019

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

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

** Independent non-executive directors*