

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 RESOLUTIONS OF
THE SEVENTH MEETING OF THE NINTH SESSION
OF THE BOARD

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

I. CONVENING OF THE MEETING

- (I) The seventh 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 22 March 2019.
- (II) Notice of the Meeting was sent by mail or personal delivery to all directors.
- (III) 13 directors shall be present at the Meeting. Mr. Wu Xinhua and Ms. Hu Yu, both being directors of the Company, were unable to attend the Meeting due to other business engagements and authorized Mr. Yao Yongjia, a director, as his/her proxy to attend and vote on his/her behalf. Mr. Zhang Zhuting, an independent director of the Company, was unable to attend the Meeting due to other business engagements and authorized Mr. Chen Liang, an independent director, as his proxy to attend and vote on his behalf. 13 eligible directors were present in person or by proxy at 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 resolutions passed at the Meeting are valid.

II. VOTING RESULTS OF THE RESOLUTIONS

The following resolutions were considered and approved at the Meeting:

1. To consider and approve 2018 Annual Report of the Company and its summary and to approve publication of the same on China Securities Journal and Securities Times and on the website of Shanghai Stock Exchange (www.sse.com.cn) in Chinese, and on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (www.hkexnews.hk) and the Company (www.jssexpressway.com) in both Chinese and English, respectively; to approve the printing of 2018 Annual Report of the Company.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

2. To consider and approve the work report of the board of directors of the Company for the year ended 31 December 2018 and submit this proposal at the 2018 annual general meeting for consideration.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

3. To consider and approve the work report of the general manager of the Company for the year ended 31 December 2018.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

4. To consider and approve the financial statement and audit report of the Company for the year ended 31 December 2018 and submit this proposal at the 2018 annual general meeting for consideration.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

5. To consider and approve the financial accounting report of the Company for the year of 2018 and submit this proposal at the 2018 annual general meeting for consideration.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

6. To consider and approve the financial budget report of the Company for the year of 2019 and submit this proposal at the 2018 annual general meeting for consideration.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

7. To consider and approve the final dividends distribution proposal for the year of 2018 and submit this proposal at the 2018 annual general meeting for consideration.

In this financial year, the Company recorded a net profit attributable to the shareholders of the parent company of approximately RMB4,376.60 million. It was proposed to distribute the final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders based on the total share capital of 5,037,747,500 shares, representing 52.95% of the net profit attributable to the parent company for this year. The Company did not implement conversion of surplus reserve into share capital in 2018.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

8. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditor of financial report and internal control for the year of 2019, to audit the Company's annual financial report and internal control, and assume the responsibility of international auditor in accordance with the Rules Governing the Listing of Securities on the Stock Exchange, at a remuneration of RMB3,200,000 per year, of which annual remunerations for financial report audit and internal control audit are RMB2,400,000 and RMB800,000, respectively, and submit this proposal at the 2018 annual general meeting for consideration.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

9. To consider and approve the Resolution on Registration and Issuance of Ultra-short-term Notes by the Company.

To approve the registration and issuance of ultra-short-term notes of up to RMB5 billion by the Company within the effective period on a rolling basis; to authorize Mr. Sun Xibin, a director of the Company, to deal with the subsequent matters such as the execution of contract and the approval of fund appropriation; to submit this proposal at the 2018 annual general meeting for consideration; and to issue such ultra-short-term notes within one year starting from the date of approval at the annual general meeting.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

10. To consider and approve the Company to use its own idle funds to purchase bank's low-risk type wealth management products, provided that the Company shall ensure the safety and liquidity of funds. The balance of funds used to purchase wealth management products shall not exceed RMB1.5 billion with a term of one year. The Company can use available funds to purchase bank wealth management products on a rolling basis during the term of validity based on the maturity of bank wealth management products; and Mr. Sun Xibin, a director of the Company, be authorized to deal with the subsequent matters such as the execution of contract and the approval of fund appropriation.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

11. To consider and approve the 2018 Performance Report of Independent Directors of the Company, the 2018 Performance Report of Strategy Committee of board of directors, the 2018 Performance Report of Audit Committee of board of directors, the 2018 Performance Report of Nomination Committee of board of directors and the 2018 Performance Report of Remuneration and Appraisal Committee of board of directors.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

12. To consider and approve the 2018 Internal Control Assessment Report of the Company and the 2018 Internal Control Audit Report of the Company; upon review of the risk management and internal control systems of the Company, all directors are of the view that the Company's system is effective and adequate.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

13. To consider and approve the 2018 Corporate Environmental and Social Responsibility Report.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

14. To consider and approve the Resolution on Related Transaction with Jiangsu Communications Holding Group Finance Co., Ltd. ("Group Finance Company").

To approve the Company to enter into the Financial Services Agreement with Group Finance Company for a term of three years commencing on 1 April 2019. The maximum daily deposit balance (including accrued interest) shall not exceed RMB500 million and shall be less than 5% of the audited revenue, total asset, and market capitalisation of the Company; meanwhile, the Group Finance Company shall grant an comprehensive unsecured credit facilities in the amount of not less than RMB2 billion to the Company and the Company is not required to provide any security pledge or guarantee. To authorize Mr. Sun Xibin, a director of the Company, to deal with the subsequent matters such as the execution of contract and the approval of fund appropriation. The Company will strictly limit the maximum daily deposit (including accrued interests) such that it would not exceed 5% of the total asset, audited revenue, and market capitalisation of the Company. To approve the content of the related transaction announcement, and authorize Mr. Yao Yongjia, the secretary to the board of directors, to make an announcement upon the execution of the agreement.

15. To consider and approve the Resolution in Relation to the Ordinary Related Transactions between the Company, Jiangsu Guangjing Xicheng Expressway Company Limited (“Guangjing Xicheng Company”) , a subsidiary of the Company, Jiangsu Ningchang Zhenli Expressway Company Limited (“Ningchang Zhenli Company”), a wholly owned subsidiary of the Company, and Jiangsu Sundian Engineering Co., Ltd (“Jiangsu Sundian”) .

The signing of the Expressway Maintenance Services Contracts between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Sundian be approved; and the aggregate contract amounts of this project for the Company, Guangjing Xicheng Company and Ningchang Zhenli Company in 2019 are expected not to exceed RMB300 million, RMB120 million and RMB33 million, respectively; to authorize Mr. Sun Xibin, a director of the Company, to deal with the subsequent matters; to approve the content of the related transactions announcement and authorize Mr. Yao Yongjia, the secretary to the board of directors, to make an announcement upon the execution of the agreements.

16. To consider and approve the proposal in relation to the ordinary related transactions between the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Expressway Information Engineering Technology Co., Ltd. (“Information Company”).

The signing of the contracts on maintenance of monitoring and communication systems and procurement of spare parts between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Information Company for the year of 2019 be approved. Specifically, (1) the contract on maintenance of the three systems, procurement of spare parts and the upgrading and transformation of the three systems entered into between the Company and Information Company for a term starting from 1 April 2019 to 31 March 2020 with aggregate contract amount not exceeding RMB13 million; (2) the contract on maintenance service of monitoring and communication systems and procurement of spare parts entered into between Guangjing Xicheng Company and Information Company for a term starting from 1 April 2019 to 31 March 2020 with aggregate contract amount not exceeding RMB15.20 million; (3) the contracts on maintenance service of monitoring and communication systems and procurement of spare parts entered into between Ningchang Zhenli Company and Information Company for a term starting from 1 April 2019 to 31 March 2020 with aggregate contract amount not exceeding RMB2 million; and Mr. Sun Xibin, a director of the Company, be authorized to deal with relevant matters; the content of the related transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

17. To consider and approve the proposal in relation to the ordinary related transactions between the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Jiangsu Zhendan Expressway Company Limited (“Zhendan Company”) with Jiangsu Tongxingbao Smart Transport Technology Co., Ltd. (“Tongxingbao Company”).

The signing of the ETC Customer Service Outlets Management Agreements (《ETC 客服網點管理協議》) between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Tongxingbao Company be approved and the duration of all the agreements are from 1 April 2019 to 31 March 2020. Relevant expenses include house rent, utilities and sewage charges. It is expected that the maximum amount of the three ETC Customer Service Outlets Management Agreements will not exceed RMB960,000, of which, the maximum contract amount of the Company is RMB700,000, the maximum contract amount of Guangjing Xicheng Company is RMB200,000, and the maximum contract amount of Ningchang Zhenli Company is RMB60,000.

The signing of the Supplemental Agreements to the Network Technical Service Framework Agreements (《路網技術服務框架協議之補充協議》) between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Zhendan Company with Tongxingbao Company be approved and the duration of all the agreements are from 1 April 2019 to 31 December 2019. The maximum amounts for the network technical services will not exceed RMB7,000,000, RMB1,500,000, RMB1,400,000 and RMB120,000 for the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Zhendan Company, respectively.

The signing of the Technical Service Contracts on Coordination, Command and Dispatch Cloud Platform (《協同指揮調度雲平台技術服務合同》) between each of the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Zhendan Company with Tongxingbao Company be approved and the duration of the contracts is from 21 March 2019 to 31 December 2021. It is expected that the maximum amount payable by the Company and its three subsidiaries for the utilization of the platform in the next three years will be RMB11,430,000, i.e. not exceeding RMB3,810,000 per year, of which, not exceeding RMB2,000,000 per year for the Company, not exceeding RMB900,000 per year for Guangjing Xicheng Company, not exceeding RMB700,000 per year for Ningchang Zhenli Company, and not exceeding RMB210,000 for Zhendan Company.

Mr. Sun Xibin, a director of the Company, be authorized to deal with relevant matters; the content of the related transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

18. To consider and approve the proposal in relation to the ordinary related transactions between the Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Zhendan Company with Jiangsu Expressway Engineering Maintenance Technology Co., Ltd. (“Maintenance Technology Company”).

The Company, Guangjing Xicheng Company, Ningchang Zhenli Company and Zhendan Company be approved to pay annual fee not exceeding RMB9.85 million, RMB3.30 million, RMB3.35 million and RMB300,000, respectively, and total annual payment not exceeding RMB16.8 million, to Maintenance Technology Company for the 2019 maintenance technology research and services; and Mr. Sun Xibin, a director of the Company, be authorized to deal with relevant matters; the content of the related transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

19. To consider and approve the proposal in relation to the ordinary related transactions between Ningchang Zhenli Company and Jiangsu Expressway Petroleum Development Co., Ltd. (“Expressway Petroleum Company”).

The signing of the Service Area Petrol Stations Leasing Agreement between Guangjing Xicheng Company and Expressway Petroleum Company be approved to lease out the petrol stations at Rongbing service area, Gehu service area, Changdanghu service area and Maoshan service area to Expressway Petroleum Company for operation. Duration of the agreements is from 1 April 2019 to 31 December 2021. It is expected that the total amount under the 2019–2021 agreements will not exceed RMB4.89 million, RMB6.64 million and RMB6.79 million; and Mr. Sun Xibin, a director of the Company, be authorized to deal with relevant matters; the content of the related transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

20. To consider and approve the proposal in relation to the ordinary related transactions between Ningchang Zhenli Company and Jiangsu HuaTong Engineering Testing Co., Ltd. (“HuaTong Engineering Testing Company”).

The signing of the agreement for bridges displacement inspection, design and reinforcement maintenance between Ningchang Zhenli Company and HuaTong Engineering Testing Company be approved. It is expected that the transaction amount for bridge displacement inspection, bridge design and reinforcement maintenance in 2019 will not exceed RMB4.50 million; and Mr. Sun Xibin, a director of the Company, be authorized to deal with relevant matters; the content of the related transactions announcement be approved and Mr. Yao Yongjia, the secretary to the board of directors, be authorized to make an announcement upon the execution of the agreements.

All directors (including independent non-executive directors) are of the view that the terms of the transactions in resolutions No.14 to No. 20 are fair and reasonable, and the transactions conducted in the ordinary and usual course of business of the Company and its subsidiaries and on normal commercial terms, and are in the interests of the Company and its shareholders as a whole.

As resolutions No. 14 to No. 20 are matters regarding related transactions, Mr. Gu Dejun, Mr. Chen Yanli and Mr. Chen Yongbing, being related directors, had abstained from voting on these seven resolutions, and the rest of the directors could vote on the relevant resolutions.

Voting results of resolutions No. 14 to No. 20: Approving votes: 10; Dissenting Votes: 0; Abstention Votes: 0.

The seven resolutions were duly passed.

21. To considered and approve the proposal in relation to the capital increase of wholly-owned subsidiary Jiangsu Ninghu Investment Development Co., Ltd. (“Ninghu Investment”).

The increase of RMB90 million in the registered capital of wholly-owned subsidiary Ninghu Investment, i.e. the registered capital of Ninghu Investment will be increased from RMB1,200 million to RMB1,290 million be approved; and Mr. Sun Xibin and Mr. Yao Yongjia, directors of the Company, be authorized to deal with relevant matters, including but not limited to signing the relevant documents necessary for the capital increase procedures of Ninghu Investment.

Voting results: Approving votes: 13; Dissenting Votes: 0; Abstention Votes: 0.

This resolution was duly passed.

Announcement is hereby given.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 25 March 2019

As at the date of this notification, 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*