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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 RESOLUTIONS OF  
THE 2021 ANNUAL GENERAL MEETING**

This announcement is made pursuant to the disclosure requirement under Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Capitalised terms used herein shall have the same meanings as those defined in the Company's notice of 2021 annual general meeting dated 17 May 2022.

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 jointly and severally 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 AGM: 17 June 2022

(II) Venue of the AGM: 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	49
	Including: the number of A shareholders	48
	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> )	4,282,297,866
	Including: the total number of shares held by A shareholders	3,481,726,329
	the total number of shares held by holders of foreign shares listed overseas ( <i>H shares</i> )	800,571,537
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 (%)	85.00
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	69.11
	the number of shares held by holders of foreign shares listed overseas as a percentage of the total number of shares (%)	15.89

(IV) Whether the voting procedures were in compliance with the requirements under the Company Law and the Articles of Association, the presiding of the meeting and other details.

The convening, holding and voting procedures of the AGM were in compliance with the requirements under the Company Law and the Articles of Association. Mr. Yao Yongjia, the executive Director and the Secretary to the Board, presided as the chairman of the AGM upon joint recommendations of over one-half of Directors.

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

1. 11 out of the 11 incumbent Directors of the Company attended the meeting. All Directors attended the meeting;
2. 5 out of the 5 incumbent supervisors of the Company attended the meeting. All supervisors attended the meeting;
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 RESOLUTIONS

### (I) Resolutions by non-cumulative poll – ordinary resolutions

1. **Resolution: to approve the work report of the Board of the Company for the year ended 31 December 2021.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,189,576	80.80	96,753	0.00	21,440,000	0.50
H share	799,889,537	18.68	0	0.00	682,000	0.02
The total number of ordinary shares:	4,260,079,113	99.48	96,753	0.00	22,122,000	0.52

2. **Resolution: to approve the work report of the supervisory committee of the Company for the year ended 31 December 2021.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,269,576	80.80	16,753	0.00	21,440,000	0.50
H share	799,889,537	18.68	0	0.00	682,000	0.02
The total number of ordinary shares:	4,260,159,113	99.48	16,753	0.00	22,122,000	0.52

3. **Resolution: to approve the financial statements and audit report of the Company for the year ended 31 December 2021.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,279,329	80.80	7,000	0.00	21,440,000	0.50
H share	796,477,237	18.60	3,412,300	0.08	682,000	0.02
The total number of ordinary shares:	4,256,756,566	99.40	3,419,300	0.08	22,122,000	0.52

4. **Resolution: to approve the final financial report of the Company for 2021.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,279,329	80.80	7,000	0.00	21,440,000	0.50
H share	761,879,282	17.79	38,010,255	0.89	682,000	0.02
The total number of ordinary shares:	4,222,158,611	98.60	38,017,255	0.89	22,122,000	0.52

5. **Resolution: to approve the financial budget report of the Company for 2022.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,450,870,408	80.58	9,415,921	0.22	21,440,000	0.50
H share	462,105,508	10.79	338,366,029	7.90	100,000	0.00
The total number of ordinary shares:	3,912,975,916	91.38	347,781,950	8.12	21,540,000	0.50

6. **Resolution: to approve the final dividends distribution proposal of the Company for 2021: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,269,576	80.80	16,753	0.00	21,440,000	0.50
H share	800,471,537	18.69	0	0.00	100,000	0.00
The total number of ordinary shares:	4,260,741,113	99.50	16,753	0.00	21,540,000	0.50

7. **Resolution: to approve the appointment of KPMG Huazhen LLP as the Company’s auditors of the annual financial report and internal control for the year 2022 at a remuneration of RMB3 million per year, of which fees for financial report audit and internal control audit are RMB2.3 million and RMB0.7 million respectively.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,279,329	80.80	7,000	0.00	21,440,000	0.50
H share	797,971,537	18.63	0	0.00	2,600,000	0.06
The total number of ordinary shares:	4,258,250,866	99.44	7,000	0.00	24,040,000	0.56

8. **Resolution: to approve the Overseas debt financing Issuance.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,279,029	80.80	7,000	0.00	21,440,300	0.50
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,258,250,566	99.44	2,507,000	0.06	21,540,300	0.50

9. Resolution: **to approve the MT Notes Issuance.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,269,276	80.80	16,753	0.00	21,440,300	0.50
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,258,240,813	99.44	2,516,753	0.06	21,540,300	0.50

10. Resolution: **to approve the UST Notes Issuance.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,269,576	80.80	16,753	0.00	21,440,000	0.50
H share	794,926,338	18.56	5,545,199	0.13	100,000	0.00
The total number of ordinary shares:	4,255,195,914	99.37	5,561,952	0.13	21,540,000	0.50

11. Resolution: **to approve the Acquisition.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	736,229,375	47.84	623,753	0.04	2,294,376	0.15
H share	554,585,864	36.04	239,638,474	15.57	5,645,199	0.37
The total number of ordinary shares:	1,290,815,239	83.87	240,262,227	15.61	7,939,575	0.52

12. Resolution: **to approve the renewal of annual liability insurance for Directors, supervisors and senior management of the Company; and to authorize the Secretary to the Board, to handle the follow-up related matters.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,459,707,829	80.79	88,300	0.00	21,930,200	0.51
H share	570,457,376	13.32	62,306,235	1.45	167,807,926	3.92
The total number of ordinary shares:	4,030,165,205	94.11	62,394,535	1.46	189,738,126	4.43

**(II) Resolutions by non-cumulative poll – special resolutions**

13. Resolution: **to approve the Corporate Bonds issuance.**

13.1 Resolution: **to approve the Corporate Bonds issuance – issuance scale.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,460,309,329	80.80	7,000	0.00	21,410,000	0.50
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,258,280,866	99.44	2,507,000	0.06	21,510,000	0.50



**13.2 Resolution: to approve the Corporate Bonds issuance – face value and issue price of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

**13.3 Resolution: to approve the Corporate Bonds issuance – issuance method.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

**13.4 Resolution: to approve the Corporate Bonds issuance – maturity and type of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

**13.5 Resolution: to approve the Corporate Bonds issuance – coupon rate of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

**13.6 Resolution: to approve the Corporate Bonds issuance – method of repayment of principal and interest.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,800,576	80.75	16,753	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,772,113	99.38	2,516,753	0.06	24,009,000	0.56

**13.7 Resolution: to approve the Corporate Bonds issuance – placing arrangement for Shareholders of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,800,576	80.75	16,753	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,772,113	99.38	2,516,753	0.06	24,009,000	0.56

**13.8 Resolution: to approve the Corporate Bonds issuance – redemption or repurchase terms.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

**13.9 Resolution: to approve the Corporate Bonds issuance – guarantee terms.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,800,576	80.75	16,753	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,772,113	99.38	2,516,753	0.06	24,009,000	0.56

**13.10 Resolution: to approve the Corporate Bonds issuance – use of proceeds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,800,576	80.75	16,753	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,772,113	99.38	2,516,753	0.06	24,009,000	0.56

13.11 Resolution: **to approve the Corporate Bonds issuance – underwriting methods.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

13.12 Resolution: **to approve the Corporate Bonds issuance – trading and exchange market.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

13.13 Resolution: **to approve the Corporate Bonds issuance – protection measures for repayment.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

13.14 **Resolution: to approve the Corporate Bonds issuance – effective period of the resolutions.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

13.15 **Resolution: to approve the Corporate Bonds issuance – Authorisations in respect of this issuance of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,457,810,329	80.75	7,000	0.00	23,909,000	0.56
H share	797,971,537	18.63	2,500,000	0.06	100,000	0.00
The total number of ordinary shares:	4,255,781,866	99.38	2,507,000	0.06	24,009,000	0.56

**(III) Resolutions by cumulative poll**

**14. Resolution in relation to the election of executive Directors (2 Directors):**

<b>Resolution no.</b>	<b>Resolution</b>	<b>Number of votes</b>	<b>Number of votes as a percentage of valid voting rights present at the meeting (%)</b>	<b>Whether elected</b>
14.1	to elect Mr. Chen Yunjiang as an executive Director of the Tenth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Chen with a term commencing from the date of the annual general meeting for the year 2021 and expiring on the date of the annual general meeting to be convened for the year 2023.	4,186,486,308	97.76	Yes
14.2	to elect Mr. Wang Feng as an executive Director of the Tenth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Wang with a term commencing from the date of the annual general meeting for the year 2021 and expiring on the date of the annual general meeting to be convened for the year 2023.	4,196,162,407	97.99	Yes

**15. Resolution in relation to the election of independent non-executive Director (1 Director):**

Resolution no.	Resolution	Number of votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
15	to elect Mr. Ge Yang as an independent non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Ge with a term commencing from the date of the annual general meeting for the year 2021 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director's remuneration of RMB90,000 (after tax).	4,238,721,815	98.98	yes

*Note:* As the above resolutions were voted by way of cumulative poll, the number of votes as a percentage of valid voting rights present at the meeting is calculated by Number of affirmative votes ÷ (Number of affirmative votes + Number of against votes + Number of abstain votes)

**(IV) 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 (%)
6.	to approve the final dividends distribution proposal of the Company for 2021: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders.	128,631,674	85.7039	16,753	0.0111	21,440,000	14.2850

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
7.	to approve the appointment of KPMG Huazhen LLP as the Company's auditors of the annual financial report and internal control for the year 2022 at a remuneration of RMB3 million per year, of which fees for financial report audit and internal control audit are RMB2.3 million and RMB0.7 million respectively.	128,641,427	85.7104	7,000	0.0046	21,440,000	14.2850
11.	to approve the Acquisition.	147,170,298	98.0557	623,753	0.4155	2,294,376	1.5288
13.1	to approve Corporate Bonds Issuance- Issuance Scale.	128,671,427	85.7304	7,000	0.0046	21,410,000	14.2650
13.2	to approve Corporate Bonds Issuance- Face Value and Issue Price of Corporate Bonds.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.3	to approve Corporate Bonds Issuance- Issuance Method.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.4	to approve Corporate Bonds Issuance- Maturity and Type of Corporate Bonds.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301



Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
13.5	to approve Corporate Bonds Issuance- Coupon Rate of Corporate Bonds.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.6	to approve Corporate Bonds Issuance- Method of Repayment of Principal and Interest.	126,162,674	84.0588	16,753	0.0111	23,909,000	15.9301
13.7	to approve Corporate Bonds Issuance- Placing Arrangement for Shareholders of the Company.	126,162,674	84.0588	16,753	0.0111	23,909,000	15.9301
13.8	to approve Corporate Bonds Issuance- Redemption or Repurchase Terms.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.9	to approve Corporate Bonds Issuance- Guarantee Terms.	126,162,674	84.0588	16,753	0.0111	23,909,000	15.9301
13.10	to approve Corporate Bonds Issuance- Use of Proceeds.	126,162,674	84.0588	16,753	0.0111	23,909,000	15.9301
13.11	to approve Corporate Bonds Issuance- Underwriting method.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.12	to approve Corporate Bonds Issuance- Trading and Exchange Markets.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.13	to approve Corporate Bonds Issuance- Protection Measures for Repayment.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
13.14	to approve Corporate Bonds Issuance-Effective Period of the Resolutions.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
13.15	to approve Corporate Bonds Issuance-Authorisations in respect of this Issuance of Corporate Bonds.	126,172,427	84.0653	7,000	0.0046	23,909,000	15.9301
14.1	to elect Mr. Chen Yunjiang as an executive Director of the Tenth Session of the Board of the Company.	91,268,827	60.8100				
14.2	to elect Mr. Wang Feng as an executive Director of the Tenth Session of the Board of the Company.	91,580,128	61.0174				
15	to elect Mr. Ge Yang as an independent non-executive Director of the Tenth Session of the Board of the Company.	109,161,376	72.7313				

*Note:* Only one holder of foreign shares listed overseas voted, its shareholding is more than 5%. The above shareholders holding less than 5% shares are all holders of A Shares.

## **(V) Details in relation to the voting results of the resolutions**

All the resolutions considered at the AGM were passed by way of poll based on the sum of on-site votes and internet votes. Save for resolution 11, no shareholders who were entitled to attend the AGM, were required to abstain from voting in favour of or could only vote against any of the resolutions proposed thereat. No shareholders have stated their intention to vote against or to abstain from voting on any of the resolutions at the AGM in the circular of the Company dated 17 May 2022.

Resolutions 1 to 12 were ordinary resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over half of the votes were cast in favour of such resolutions.

Resolution 11 was an ordinary resolution voted on by non-cumulative vote involving related party/connected transaction. Jiangsu Communications Holdings Co., Ltd. (holding an aggregate of 2,742,578,825 shares of the Company), as a related party/connected person, has abstained from voting in accordance with the requirements of the relevant listing rules. The resolution has been duly passed as over one-half of the votes were cast in favour of the resolution.

Resolutions 13.1 to 13.15 were special resolutions voted by non-cumulative poll. All these resolutions were duly passed as over two-thirds of the votes cast in favour of the resolutions.

Resolutions 14.1 to 14.2 and resolutions 15 were ordinary resolutions voted on by cumulative poll. The resolutions have been duly passed as over one-half of the votes were cast in favour of such resolutions.

KPMG HUAZHEN LLP was the scrutineer for the vote-taking of the resolutions at the AGM.

## **III. ATTESTATION BY LAWYER**

1. The AGM was attested by: Denton, Nanjing

Lawyers: Dong Wanquan and Cao Yaqi

2. Concluding opinions from the lawyers for the attestation:

The convening and convening procedures, qualification of conveners, qualifications of attendees, voting procedures and voting results of the 2021 Annual General Meeting of the Company all comply with laws and regulations such as the Company Law and Rules of General Meeting of Listed Companies and the relevant provisions of the Articles of Association, the resolutions passed at the meeting are lawful and valid.

#### IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions of the AGM 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. Other documents required by Shanghai Stock Exchange.
3. Apart from the above resolutions passed at the AGM, the Company would like to explain its 2021 final dividends distribution proposal as follows:
  1. The resolution to distribute a final dividend of RMB0.46 per share (tax inclusive) for the year ended 31 December 2021 to all shareholders of the Company as proposed by the Board of the Company was passed at the AGM. As regards the method of distribution of the final dividends, the Board of the Company hereby announces that:

Pursuant to the Company's Articles of Association, dividends payable to holders of H shares of the Company are required to be denominated in RMB and paid in HK\$, which shall be calculated in accordance with the following conversion formula:

$$\text{Amount of dividend in HK\$} = \frac{\text{Amount of dividend in RMB}}{\text{The average closing exchange rate of RMB to HK\$ as quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend}}$$

For the purpose of the distribution of this final dividend, the date of declaration is 17 June 2022. The average closing exchange rate of RMB to HK\$ quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend was HK\$100: RMB85.6804. Accordingly, the final dividend for H shares of the Company would be HK\$0.5369 per share.

2. The record date of the H shares of the Company for the final dividend for the year ended 31 December 2021 shall be 12 July 2022. The register of members of H shares of the Company will be closed from 7 July 2022 to 12 July 2022 (both days inclusive), during which no transfer of H shares of the Company will be effected. Holders of H shares of the Company who wish to be entitled to receive final dividend for the year ended 31 December 2021 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 6 July 2022.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (the “Receiving Agent”), to receive on behalf of the holders of H shares all dividends declared in respect of H shares of the Company. The Receiving Agent is a trust company registered under the Trustee Ordinance of Hong Kong. Cheques for the H share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to holders of H shares of the Company, at their own risks, on or before 5 August 2022 (i.e. the date of distribution of dividends on H shares of the Company).

3. Pursuant to the Law of the People’s Republic of China on Enterprise Income Tax and the relevant implementing rules (the “EIT Law”) which came into effect on 1 January 2008, the Company is required to withhold and pay the enterprise income tax at a tax rate of 10% on behalf of the Company’s H share non-resident enterprise shareholders (as defined under the EIT Law, including HKSCC (Nominees) Limited, other corporate nominees or trustees, or other organizations or entities) when distributing dividends.

As stipulated in the “Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders which are Overseas Non-resident Enterprises” (Guo Shui Han [2008] No. 897), when Chinese resident enterprises distribute dividends to their H shareholders who are overseas non-resident enterprises, the enterprise income tax shall be withheld at a uniform rate of 10%. After receiving dividends, non-resident enterprises may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by a person who has tax withholding or payment obligation and provide information to prove that it is an actual beneficiary under the requirement of taxation treaties (arrangement). After the relevant tax authorities have verified that there is no error, it shall refund tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the taxation treaties (arrangement).

Pursuant to the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets” (Cai Shui [2014] No.81) 《(關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets” (Cai Shui [2016] No.127) 《(關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends derived by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H share companies shall withhold individual income tax at a tax rate of 20% for the investors. For domestic securities investment funds that invest in shares listed on the Stock Exchange through Shanghai- Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. For domestic enterprise investors that invest in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H share companies will not withhold enterprise income tax in the distribution of dividends on their behalves, and the domestic enterprise investors shall report and pay the relevant taxes payable themselves. Any dividend received in respect of H shares which have been continuously held by a domestic enterprise investor for 12 months shall be exempted from enterprise income tax.

The Company will withhold and arrange for the payment of the withholding tax on behalf of the individual H shareholders pursuant to relevant laws and regulations. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H shareholders or any disputes over the withholding mechanism or arrangements.

H shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H shares of the Company.

4. An announcement on the distribution of dividends on domestic A shares will be published separately.

By Order of the Board  
**Yao Yongjia**  
*Secretary to the Board*

Nanjing, the PRC, 17 June 2022

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

*Chen Yunjiang, Chen Yanli, Wang Yingjian, Wang Feng, Yao Yongjia, Wu Xinhua, Li Xiaoyan, Ma Chung Lai, Lawrence, Zhou Shudong\*, Liu Xiaoxing\*, Yu Mingyuan\*, Xu Guanghua\*, Ge Yang\**

\* *Independent Non-executive Directors*