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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 2022 FIRST EXTRAORDINARY GENERAL MEETING**

Important Notice:

- Date of the Extraordinary General Meeting: 12 December 2022
- Online voting system for the Extraordinary General Meeting: Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company will be held on Monday, 12 December 2022 at 3:00 p.m. at 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China. Please note the following:

### **I. BASIC INFORMATION OF THE MEETING**

- (1) Type and Session of the general meeting: 2022 First 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) Date, time and venue of the physical meeting:
- Date and time: 12 December 2022 at 3:00 p.m.
  - Venue: 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China

- (5) System, start and end dates and time of online voting:

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

Start and end dates of online voting: From 12 December 2022 to 12 December 2022

Voting period for online voting: Via the online voting platform of the trading system of Shanghai Stock Exchange: the trading hours on the date of the Extraordinary General Meeting, 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 Extraordinary General Meeting

- (6) Voting procedure for margin trading, short selling and refinancing#, agreed repurchase accounts and Shanghai – Hong Kong Stock Connect Investors: 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 the relevant regulations including the “Implementation Rules for Online Voting at Shareholders Meeting of Listed Companies of the Shanghai Stock Exchange”.

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

- (7) Regarding public solicitation of voting rights from shareholders: not applicable

## II. MATTERS TO BE CONSIDERED AT THE MEETING

### Resolution by non-cumulative poll

The following resolution will be considered by way of ordinary resolution by the Shareholders:

1. To approve the disposal of the commercial premises on the podium of Building 1 and the commercial premises of Building 3 of the Hanrui Center Project with an aggregate floor area of 5,862.56 square metres for a total consideration of RMB187,706,300 pursuant to the commodity property purchase agreement dated 26 October 2022 between 南京瀚威房地產開發有限公司 (Nanjing Hanwei Property Development Company Limited\*), a wholly-owned subsidiary of the Company, and 江蘇交控商業運營管理有限公司 (Jiangsu Communications Holding Commercial Operation Management Co., Ltd.\*).
2. Resolution in relation to the appointment of Supervisor:
  - 2.01 to elect Mr. Wan Liye as a Supervisor of the Company and to approve the signing of an appointment letter between the Company and Mr. Wan Liye with a term commencing from the date of the 2022 First Extraordinary General Meeting and expiring on the date of the annual general meeting to be convened for the year 2023.

#### Notes:

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

For details of the above resolution 1, please refer to the announcement of the Company published on 27 October 2022. For details of the above resolution 2, please refer to the announcement of the Company published on 22 November 2022. Holders of H shares may also refer to the circular of the Company dated 24 November 2022.

- (2) Special resolution: Nil.
- (3) Resolutions by cumulative poll: Nil.
- (4) Resolution(s) with separate counting of votes from small and medium investors: 1 and 2.
- (5) Resolution(s) on which interested shareholder(s) will abstain from voting: 1.
- (6) Name(s) of the interested shareholder(s) to abstain from voting: Jiangsu Communication Holdings Company Limited and its associates on resolution 1.
- (7) Resolution(s) which holders of preference shares will vote on: Nil.

\* *This company does not have an official English name. The English name is for identification purpose only.*

### **III. MATTERS OF CONCERN FOR VOTING AT THE EXTRAORDINARY GENERAL MEETING**

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 trading terminal of the designated 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 on the website of the internet voting platform.
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 cast outnumbers 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 Shareholders have voted on all resolutions.

#### **IV. ENTITLEMENT TO ATTENDANCE**

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 30 November 2022 (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 30 November 2022 are entitled to attend the Extraordinary General Meeting; and may appoint proxy(ies) in writing to attend and vote at the Extraordinary General Meeting. Such proxy(ies) need not be shareholder(s) of the Company;

<b>Class of shares</b>	<b>Stock Code</b>	<b>Stock Short Name</b>	<b>Record Date</b>
A Shares	600377	寧滬高速	30 November 2022

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 EXTRAORDINARY GENERAL MEETING**

1. As set out in the announcement of the Company dated 27 October 2022, registration of transfers of H shares has been suspended by the Company from 12 November 2022 to 12 December 2022 (both days inclusive) pursuant to the requirement of the articles of association of the Company.
2. 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. (formerly Jiangsu Securities Depository Company (江蘇證券登記公司)) as at the close of trading of the afternoon session on 30 November 2022, and holders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 30 November 2022 are entitled to attend and vote at the Extraordinary General Meeting, provided that such shareholders shall complete and return the confirmation slip to the Company before 7 December 2022. Further details are set out in the confirmation slip.

3. A shareholder who has the right to attend and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting. 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 has not yet been changed.
4. The instrument appointing a proxy must be in writing under the hand of the shareholder or his/her authorised attorney. In the event that such instrument is signed by an authorised 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 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 Extraordinary General Meeting (being no later than 3:00 p.m. on Sunday, 11 December 2022 (Hong Kong/Beijing time)).

## **VI. MISCELLANEOUS**

1. The Extraordinary General Meeting will last for half a day. Shareholders and their proxies attending the Extraordinary General Meeting 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
3. All resolutions will be passed by way of poll.
4. In case during the online voting period for holders of A shares, there occurs any sudden and significant event which affects the voting system, the proceedings of the Extraordinary General Meeting shall be conducted in accordance with notice published on such date.

5. The form of proxy and confirmation slip for holders of H Shares in respect of the Extraordinary General Meeting are enclosed with the circular of the Company dated 24 November 2022.

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

Nanjing, the PRC, 24 November 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*