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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 2024 SECOND EXTRAORDINARY 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 2024 second extraordinary general meeting dated 8 November 2024.

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 legal 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 EGM

(I) Date of the EGM: 25 November 2024

(II) Venue of the EGM: 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	245
	Including: the number of A shareholders	243
	the number of H shareholders	2
2.	The total number of shares carrying voting rights held by shareholders attending the meeting (shares)	3,897,139,805
	Including: the total number of shares held by A shareholders	3,351,446,843
	the total number of shares held by H shareholders	545,692,962
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 (%)	77.36
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	66.53
	the number of shares held by H shareholders as a percentage of the total number of shares (%)	10.83

(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 EGM were in compliance with the requirements under the Company Law and the Articles of Association. Mr. Chen Yunjiang, the Chairman, presided as the chairman of the EGM.

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

1. 10 out of the 10 incumbent Directors of the Company attended the meeting. All Directors attended the meeting;
2. 4 out of the 4 incumbent supervisors of the Company attended the meeting. All supervisors attended the meeting;
3. Ms. Chen Jinjia, the secretary to the Board, attended the meeting; all members of the senior management were also present at the meeting.

II. VOTING RESULTS OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING RESOLUTIONS

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

1. Resolution: to approve the Company to adjust the term of the medium-term notes previously approved on 20 June 2023 from not exceeding 5 years to not exceeding 30 years (inclusive); and to grant the Board and executive directors authorized by the Board the authority to handle the execution of the contracts and other subsequent 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	3,351,302,243	85.99	94,000	0.00	50,600	0.00
H share	542,698,962	13.93	0	0.00	2,994,000	0.08
The total number of ordinary shares:	3,894,001,205	99.92	94,000	0.00	3,044,600	0.08

2. Resolution: to approve the registration and issuance of ultra-short-term notes of up to RMB4 billion by the Company, which will be issued on an one-off basis or in tranches within the validity period of the registration; and to grant the Board and executive directors authorized by the Board the authority to handle the execution of the contracts, the approval of fund appropriation, and other subsequent related matters; and the validity period of the authorization shall be from the date of approval at the general meeting to the date of expiration of the registration validity period.

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	3,351,341,143	85.99	89,500	0.00	16,200	0.00
H share	545,198,962	13.99	0	0.00	494,000	0.01
The total number of ordinary shares:	3,896,540,105	99.98	89,500	0.00	510,200	0.01

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

3. Resolution: to approve the Company to adjust the term of the corporate bonds previously approved on 26 June 2024 from not exceeding 10 years to not exceeding 30 years (inclusive); and to grant the Board and executive directors authorized by the Board the authority to handle the execution of the contracts and other subsequent 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	3,351,307,543	85.99	93,900	0.00	45,400	0.00
H share	542,698,962	13.93	0	0.00	2,994,000	0.08
The total number of ordinary shares:	3,894,006,505	99.92	93,900	0.00	3,039,400	0.08

(III) Resolution by non-cumulative poll – ordinary resolutions

4. Resolutions in relation to the election of Directors:

Resolution No.	Resolution	Number of votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
4.1	to approve the appointment of Ms. Xie Mengmeng as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Ms. Xie, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	3,870,456,829	99.32	Yes

Resolution No.	Resolution	Number of votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
4.2	to approve the appointment of Mr. Yang Shaojun as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Mr. Yang, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	3,825,786,514	98.17	Yes
4.3	to approve the appointment of Mr. Yang Jianguo as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Mr. Yang, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	3,774,290,000	96.85	Yes

5. Resolution in relation to the election of Supervisors:

Resolution No.	Resolution	Number of votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
5	to approve the appointment of Mr. Shen Zhiyuan as a non-employee representative supervisor of the eleventh session of the supervisory committee of the Company and the signing of an appointment letter between the Company and Mr. Shen, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	3,831,437,868	98.31	Yes

(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 (%)
4.1	to approve the appointment of Ms. Xie Mengmeng as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Ms. Xie, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	18,954,438	95.6862				
4.2	to approve the appointment of Mr. Yang Shaojun as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Mr. Yang, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	18,929,123	95.5584				
4.3	to approve the appointment of Mr. Yang Jianguo as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Mr. Yang, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	18,665,790	94.2291				
5	to approve the appointment of Mr. Shen Zhiyuan as a non-employee representative supervisor of the eleventh session of the supervisory committee of the Company and the signing of an appointment letter between the Company and Mr. Shen, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	18,848,490	95.1514				

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

All the resolutions considered at the EGM were passed by way of poll based on the sum of on-site votes and internet votes. No shareholders who were entitled to attend the EGM, 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 EGM in the circular of the Company dated 8 November 2024.

The Company does not have any treasury shares, whether registered in its own name or deposited with Central Clearing and Settlement System.

Resolutions 1 to 2 were ordinary resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over one-half of the total number of valid voting shares held by the shareholders or shareholder representatives present at the meeting were cast in favour of such resolutions.

Resolutions 3 was a special resolution voted on by non-cumulative poll. This resolution was duly passed as over two-thirds of the total number of valid voting shares held by the shareholders or shareholder representatives present at the meeting were cast in favour of such resolution.

Resolutions 4.1 to 4.3 and resolution 5 were ordinary resolutions voted on by cumulative poll. The resolutions have been duly passed as over one-half of the total number of valid voting shares held by the shareholders or shareholder representatives present at the meeting were cast in favour of such resolutions.

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

III. ATTESTATION BY LAWYER

1. The EGM was attested by: Beijing Dacheng Law Offices, LLP, Nanjing
2. Lawyers: Dong Wanquan, Li Feng
3. 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 2024 second extraordinary 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 voting procedures and voting results of the EGM are lawful and valid.

IV. DOCUMENTS PUBLISHED ONLINE

The legal opinion signed by the person-in-charge of the attesting law firm and with the official seal of the said law firm affixed thereto.

V. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions of the EGM 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.

By the Order of the Board
Wang Feng
Executive Director

Nanjing, the PRC, 26 November 2024

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

Chen Yunjiang, Wang Yingjian, Xie Mengmeng, Wang Feng, Zhang Xinyu, Yang Shaojun, Yang Jianguo, Ma Chung Lai, Lawrence, Xu Guanghua, Ge Yang*, Gu Zhaoyang*, Tan Shijun*, Sun Lijun**

* *Independent Non-executive Directors*