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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 REGARDING PROPOSED
FURTHER CAPITAL INCREASE TO A CONTROLLED
SUBSIDIARY OF THE COMPANY**

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 legal responsibilities for the truthfulness, accuracy and completeness of this announcement.

IMPORTANT NOTICE:

- 1. Brief Description of the Transaction: Jiangsu Expressway Company Limited (the “Company” or “Jiangsu Expressway Company”) proposed to make a capital increase in Jiangsu Danjin Expressway Co., Ltd. (江蘇丹金高速公路有限公司) (“Danjin Company”), a subsidiary of the Company.**
- 2. Amount of the Capital Increase: RMB128,175,041.**
- 3. Pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (the “Shanghai Listing Rules”), the capital increase does not constitute a related party transaction. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the capital increase constitutes a deemed disposal transaction and does not constitute a connected transaction.**
- 4. The transaction does not constitute a material asset restructuring.**

I. SUMMARY OF THE CAPITAL INCREASE

(I) Basic Information on the Capital Increase

On 29 October 2024, the fifth meeting of the eleventh session of the board of directors of the Company considered and approved the Resolution on the Investment and Construction of the Danyang to Jintan Section of Fuli Expressway Project, approving the investment of the Danyang to Jintan Section of Fuli Expressway Project (the “**Danjin Project**”). For details, please refer to the Announcement on the Proposed Investment and Construction of the Danyang to Jintan Section of Fuli Expressway Project of the Company dated 30 October 2024.

On 16 November 2024, the Company entered into a capital contribution agreement with Changzhou Transportation Holdings Group Co., Ltd. (常州市交通控股集團有限公司) (the “**Changzhou Transportation Holdings**”), to jointly establish Danjin Company. For details, please refer to the Announcement on Progress of the Investment and Construction of the Danyang to Jintan Section of Fuli Expressway Project of the Company dated 18 November 2024.

On 29 October 2025, the 16th meeting of the eleventh session of the board of directors of the Company considered and approved the Resolution on Capital Increase to Danjin Company, approving the Company’s making of a cash capital increase to its subsidiary Danjin Company, in proportion to its shareholding, with an amount of RMB2,636,555,840 (the “**First 2025 Capital Increase**”). For details, please refer to the Announcement Regarding Proposed Provision of Pro Rata Capital Increase to a Subsidiary of the Company disclosed by the Company on 30 October 2025.

On 30 October 2025, the Company entered into a capital contribution agreement with Changzhou Transportation Holdings, to jointly increase capital contributions to Danjin Company. For details, please refer to the Announcement Regarding the Provision of Pro Rata Capital Increase to a Subsidiary of the Company disclosed by the Company on 31 October 2025.

In order to implement the policy requirements outlined in the Jiangsu Province Transportation Power Plan (《交通強國江蘇方案》), the Jiangsu Province’s “14th Five-Year Plan” Comprehensive Transportation System Development Plan (《江蘇省「十四五」綜合交通運輸體系發展規劃》), the Outline of Jiangsu Province Comprehensive Stereoscopic Transportation Network Plan (《江蘇省綜合立體交通網規劃綱要》), and the Implementation Opinions on Comprehensively Advancing the Construction of a Jiangsu Transportation Modernization Demonstration Zone (《關於全面推進江蘇交通運輸現代化示範區建設的實施意見》) regarding

guiding and encouraging social capital to actively enter the transportation sector, the Danjin Project proposed to adopt the “construction contracting + equity investment” model to introduce social capital for capital increase. Specially selected construction contractors of the project will participate in this capital increase as social capital contributors, with a total investment amount of RMB458,686,559; the registered capital of Danjin Company will be increased by RMB586,861,600, and the registered capital of Danjin Company after the capital increase will amount to RMB5,825,127,440. Of which, the Company will contribute RMB128,175,041 (the “**Proposed Second 2025 Capital Increase**”) and RMB4,035,910,881 in aggregate after such capital increase.

(II) Consideration of the Board of Directors

On 30 December 2025, the 18th meeting of the eleventh session of the board of directors of the Company considered and approved the Resolution on Capital Increase to Subsidiary Danjin Company, approving the Company’s making of a cash capital increase to its subsidiary Danjin Company, with an amount of RMB128,175,041.

- (III) In accordance with the Shanghai Listing Rules, the capital increase is within the scope of decision-making authorisation of the board of directors and was considered and approved at the 18th meeting of the eleventh session of the board of directors of the Company, and does not subject to the approval of the general meeting.
- (IV) The capital increase does not constitute a related party transaction, and does not constitute a material asset restructuring under the Administrative Measures for the Material Asset Restructuring of Listed Companies.
- (V) Upon completion of this capital increase, the Company’s shareholding proportion in Danjin Company will decrease from 74.5998% to 69.2845%. According to Rule 14.29 of the Hong Kong Listing Rules, the Proposed 2025 Second Capital Increase in 2025 constitutes a deemed disposal of a 5.3153% equity interest in a subsidiary. Pursuant to Rules 14.22 and 14.23(2) of the Hong Kong Listing Rules, this capital increase shall be aggregated with the 2025 First Capital Increase. As the highest applicable percentage ratio calculated under Rule 14.07 of the Hong Kong Listing Rules is less than 5%, the Proposed 2025 Second Capital Increase is not subject to announcement and shareholders’ approval requirements.

II. BASIC INFORMATION ON THE SUBJECT UNDER THE POTENTIAL CAPITAL INCREASE AGREEMENT

(I) Jiangsu Expressway Company Limited

Registered office:	6 Xianlin Avenue, Nanjing, Jiangsu Province, the PRC
Business nature:	Joint-stock limited company
Date of establishment:	August 1992
Legal representative:	Chen Yunjiang
Registered capital:	RMB5,037,747,500
Principal business:	Construction, management, maintenance and toll collection of toll roads and expressways in Jiangsu Province
Total assets at the end of the latest business accounting period (2024):	RMB89,886,075,000 (In accordance with the Accounting Standards for Business Enterprises of the PRC)
Net assets at the end of the latest business accounting period (2024):	RMB38,596,796,000 (In accordance with the Accounting Standards for Business Enterprises of the PRC)
Main business revenue for the latest business accounting period (2024):	RMB23,198,204,000 (In accordance with the Accounting Standards for Business Enterprises of the PRC)
Net profit for the latest business accounting period (2024):	RMB4,946,692,000 (In accordance with the Accounting Standards for Business Enterprises of the PRC)

The Company had total assets of RMB92,852,432,000 and net assets of RMB40,282,934,000 as at 30 September 2025; the operating revenue of RMB12,981,379,000, and net profit of RMB3,837,104,000 from January to September 2025.

- (II) Given that the capital increase agreement has not been entered into, identities of the other investors will be disclosed in the progress announcement.

III. BASIC INFORMATION ON THE TARGET OF CAPITAL INCREASE

(I) **Jiangsu Danjin Expressway Co., Ltd.**

Registered office: Room 416, Xinqiao Building, 65 Honghe Road,
Xinbei District, Changzhou City, Jiangsu Province

Business nature: Limited liability company

Date of establishment: November 2024

Legal representative: Wang Feng

Registered capital: RMB1,704,000,000

Shareholders (shareholding percentage): Jiangsu Expressway Company Limited (74.6%);
Changzhou Transportation Holdings Group Co., Ltd. (25.4%)

Principal business: Permitted items: highway management and maintenance; construction projects (except the construction and operation of nuclear power plants and the construction of civil airports); publication retail; food sales; catering service; accommodation service; road freight transport (excluding dangerous goods) (For projects subject to approval in accordance with the law, approved by the relevant departments shall be obtained before commencement of business activities, and the specific business projects are subject to the results of approval) General items: municipal facilities management; general cargo storage services (excluding hazardous chemicals and other items subject to permission and approval); housing lease; land use right leasing; machinery and equipment leasing; machinery and equipment sales; power facilities equipment sales; computer hardware and software and auxiliary equipment retail; communication equipment sales; electronic products sales; instrument and meter sales; needle and textile sales; daily necessities sales; automobile sales; chemical products sales (excluding permitted chemical products); rental services (excluding permitted rental services); motor vehicle charging sales; operation of electric vehicle charging infrastructure; repair and maintenance of motor vehicles; petroleum products sales(excluding hazardous chemicals) (Other than projects that require approval according to law, business activities may be carried out independently based on the business license in accordance with the law)

Total assets at the end of the latest business accounting period (2024): RMB1,704,000,000 (In accordance with the Accounting Standards for Business Enterprises of the PRC)

Net assets at the end of the latest business accounting period (2024): RMB1,704,000,000 (In accordance with the Accounting Standards for Business Enterprises of the PRC)

Main business revenue for the latest business accounting period (2024): RMB0 (In accordance with the Accounting Standards for Business Enterprises of the PRC)

Net profit for the latest business accounting period (2024): RMB0 (In accordance with the Accounting Standards for Business Enterprises of the PRC)

(II) Major Financial Indicators of the Target of Capital Increase

The major financial indicators of Danjin Company for the most recent year and period are as follows:

Unit: RMB'000

Items	31 December 2024 (Audited)	30 September 2025 (Unaudited)
Total assets	1,704,000	2,489,009
Net assets	1,704,000	2,489,008

Items	2024 (Audited)	January to September 2025 (Unaudited)
Operating revenue	0	784,670
Profit before tax	0	-662
Net profit	0	-662

IV. BASIS FOR PRICING THE CAPITAL INCREASE

Given Danjin Project has only been newly commenced, there are no material changes in circumstances and Danjin Company only recorded a minor loss, the parties agree that the new investors will invest on the same terms as the existing shareholders at RMB1 per registered capital of RMB1, as if they were initial investors.

V. IMPACT OF CAPITAL INCREASE ON THE LISTED COMPANY

The Danjin Project is a vital component of the expressway network of southern Jiangsu region. Its successful implementation will further solidify the Company's leading position within the expressway network of southern Jiangsu region. By introducing social capital for capital increase, the Danjin Project will secure necessary funding while reducing the Company's own capital expenditure requirements. This transaction is carried out in accordance with the principles of voluntariness, fairness, reasonableness, and mutual agreement. Upon completion of the capital increase, the Company's equity interest in Danjin Company will decreased from 74.5998% to 69.2845%, which will not result in any change to the scope of the consolidated financial statements of the listed company, will not have any adverse effect on the Company's future financial position or operating results, and does not harm the interests of the listed company and its shareholders, particularly minority shareholders.

By Order of the Board
Wang Feng
Executive Director

Nanjing, the PRC, 31 December 2025

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

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

[#] *Non-executive Directors*

* *Independent Non-executive Directors*