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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold all your shares in Jiangsu Expressway Company Limited, you should at once hand this circular and the accompanying form of proxy and confirmation slip to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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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)

PROPOSED ISSUANCE OF ULTRA-SHORT-TERM NOTES
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING

A notice convening the 2018 Annual General Meeting to be held at 6 Xianlin Avenue, Nanjing, the P.R.C. on Thursday, 20 June 2019 at 3:00 p.m. is set out on pages N-1 to N-6 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company or in case of holders of H shares of the Company, to 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 as soon as possible and, in any event, not less than 24 hours before the time appointed for the holding of the Annual General Meeting (being no later than 3:00 p.m. on Wednesday, 19 June 2019 (Hong Kong/Beijing time)). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish, in which case you will be deemed to have withdrawn the proxy you have appointed.

26 April 2019

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LETTER FROM THE BOARD



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)

Directors:

Gu Dejun
Chen Yanli
Chen Yongbing
Sun Xibin
Yao Yongjia
Wu Xinhua
Hu Yu
Ma Chung Lai, Lawrence
Zhang Zhuting*
Chen Liang*
Lin Hui*
Zhou Shudong*
Liu Xiaoxing*

Registered Office:

6 Xianlin Avenue
Qixia District
Nanjing
Jiangsu Province
PRC

* *Independent non-executive Directors*

26 April 2019

To shareholders of the Company

Dear Sir or Madam,

**PROPOSED ISSUANCE OF ULTRA-SHORT-TERM NOTES
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING**

A. INTRODUCTION

The board (the “**Board**”) of directors (the “**Directors**”) of Jiangsu Expressway Company Limited (the “**Company**”) announced on 22 March 2019 that it has resolved to approve the Company’s following proposals:

LETTER FROM THE BOARD

- (i) to approve the issuance of ultra-short-term notes of not more than RMB5 billion (the “**UST Notes Issuance**”) within one year from the date of approval at the 2018 annual general meeting (the “**AGM**”); and
- (ii) to submit the above proposal (i) to the AGM for consideration and approval.

The purpose of this circular is to provide, among other things, (i) details of the proposed UST Notes Issuance; and (ii) notice of the AGM, in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”).

B. PROPOSED UST NOTES ISSUANCE

On 22 March 2019, the Board announced that it has resolved to submit to the AGM to consider and approve by way of ordinary resolution the registration and issuance of ultra-short-term notes not exceeding RMB5 billion (“**UST Notes**”) during the one-year period commencing from the date of approval at the AGM and the registration effective period on a rolling basis.

Details of the approval of the issuance are as follows:

- (1) **Issue size and method:** The maximum issue size of the UST Notes to be issued shall not exceed RMB5 billion in aggregate, the specific issue method is to be determined by Mr. Sun Xibin, an executive Director and the General Manager of the Company, with the lead underwriter having regards to the market conditions before the issue.
- (2) **Target subscribers and arrangement for placement to shareholders:** Target subscribers are investors in compliance with the requirements of relevant laws and regulations. The UST Notes shall not be placed to the existing shareholders on a preferential basis.
- (3) **Interest rate:** Actual interest rate is to be determined by Mr. Sun Xibin, an executive Director and the General Manager of the Company, with reference to the market conditions at the time of issue.
- (4) **Use of proceeds:** Replenishment of the Company’s and/or its subsidiaries’ working capital and capital expenditure, repayment of the Company’s and/or its subsidiaries’ debts and capital requirements for new projects, etc.
- (5) **Listing:** To be determined by Mr. Sun Xibin, an executive Director and the General Manager of the Company, with reference to the market conditions at the time of issue.

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- (6) **Guarantee:** The specific type of guarantee (if necessary) is to be determined by Mr. Sun Xibin, an executive Director and the General Manager of the Company, with reference to the market conditions at the time of issue and approved within his authority.
- (7) **Validity period of the resolutions:** within the one year period commencing from the date on which the resolution is approved at the AGM and within the registration effective period of the UST Notes.
- (8) **Authorisation arrangement:** Mr. Sun Xibin, an executive Director and the General Manager of the Company, be generally and unconditionally authorised to determine, approve and handle the following matters according to the Company's needs and market conditions:
- 1) to determine the specific terms, conditions and related matters of the UST Notes to be issued, including but not limited to total principal amount, interest rate or its methods of determination, terms, credit rating, guarantee, protection measures for repayment, any repurchase or redemption terms, any placement arrangement and option to adjust nominal interest rate, etc.;
 - 2) to make all necessary and incidental arrangements for the UST Notes Issuance (including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities, obtaining approvals from such regulatory authorities and execution of all requisite documents and disclosures of relevant information in accordance with applicable laws);
 - 3) in case of any changes in regulatory policies or market conditions, to adjust the specific issue proposals relating to the issue or other related matters according to the opinion of regulatory authorities; and
 - 4) upon completion of the issue, to determine and approve matters relating to the listing and lockup of exchange rate for the principal and interests of relevant UST Notes.

As set out in the annual report of the Company for the year ended 31 December 2018, the total gearing ratio (being liabilities/total assets) was 39.05%. It is anticipated that the issuance in full of the UST Notes in an orderly manner will have no material adverse effect on the gearing ratio of the Company. The Board considers that the UST Notes Issuance will be beneficial to the broadening of the financing channels of the Company, reduction of finance costs of the Company and improvement of the debt structure of the Company and therefore recommends the UST Notes Issuance in due course with reference to the market conditions subject to relevant approval. Upon being approved at the general meeting, the UST Notes Issuance is still subject to approval by relevant regulatory authorities. Upon issue of the UST Notes by the Board as authorised by the general meeting, the Company will comply with its disclosure obligations in respect of the UST Notes Issuance in accordance with relevant provisions of the Hong Kong Listing Rules and the Listing Rules of the Shanghai Stock Exchange.

LETTER FROM THE BOARD

There is uncertainty as to whether the UST Notes Issuance will be finally executed. Shareholders and investors are advised to be cautious about the uncertainty.

C. BOOK CLOSURE FOR H SHARES

1. The AGM

According to the articles of association of the Company, registration of transfers of H shares will be suspended by the Company from 21 May 2019 to 20 June 2019 (both days inclusive). Holders of H shares of the Company who wish to be eligible to attend and vote at the AGM 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, **no later than 4:30 p.m. on Monday, 20 May 2019.**

2. Final dividend for the year ended 31 December 2018

The final dividend distribution proposal of the Company for 2018: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders.

As required by the Hong Kong Listing Rules, the last day for trading in H shares of the Company with entitlement to final dividend for the year ended 31 December 2018 shall fall at least one trading day after the AGM. As such, the register of members of H shares of the Company will be closed from 26 June 2019 to 1 July 2019 (both days inclusive) and the record date of H shares of the Company for final dividend for the year ended 31 December 2018 shall be 1 July 2019. Holders of H shares of the Company who wish to be entitled to receive final dividend for the year ended 31 December 2018 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, **no later than 4:30 p.m. on Tuesday, 25 June 2019.** The date of payment of final dividend for the year ended 31 December 2018 is expected to be 15 July 2019.

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) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), 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

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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).

Shareholders should note that the requirements under the “Circular on Some Policy Questions Concerning Individual Income Tax” (Cai Shui Zi [1994] No. 20) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]20號)) regarding the temporary exemption from individual income tax for dividends and bonuses received by foreign individuals from foreign investment enterprises have ceased to be effective since 2011.

Pursuant to the letter titled “Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies” issued by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 4 July 2011 (accompanied with a reply in Chinese from the State Administration of Taxation to the Hong Kong Inland Revenue Department issued on 28 June 2011) (the “**Stock Exchange Letter**”), overseas resident individual shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements entered into between the countries where they are residents and China or the tax arrangements between mainland China and Hong Kong/Macao.

The Company will withhold and arrange for the payment of the relevant tax pursuant to the Stock Exchange Letter and other relevant laws and regulations, including the “Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled to Non-residents under Tax Treaties (Tentative)” (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發“非居民享受稅收協定待遇管理辦法試行”的通知》(國稅發[2009]124號)). The Company will determine the residence of the individual H shareholders based on their registered address as recorded in the register of members of the Company on the record date for the final dividend for the year ended 31 December 2018. 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 failure of or 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.

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

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税[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.

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

D. THE AGM

The AGM will be held at 6 Xianlin Avenue, Nanjing, the PRC on Thursday, 20 June 2019 at 3:00 p.m.. A notice of the said meeting is set out on pages N-1 to N-6 of this circular. A separate ordinary resolution will be proposed for approving the UST Notes Issuance and ordinary resolutions will be proposed for the other businesses to be considered at the AGM in general.

The Board considers that the terms of the resolutions to be approved at the AGM are fair and reasonable, and recommends shareholders to vote in favour of such resolutions.

All resolutions will be voted by way of poll.

For H shareholders, whether or not you are able to attend the AGM, you are requested to (i) complete the accompanying confirmation slip in accordance with the instructions printed thereon and return the same to the Company no later than Friday, 31 May 2019, and to (ii) complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company not less than 24 hours before the time appointed for holding the AGM (being no later than 3:00 p.m. on Wednesday, 19 June 2019 (Hong Kong/Beijing time)). Completion and return of the form of proxy will not preclude H shareholders from attending and voting at the AGM. Under these circumstances, the H shareholders will be deemed to have withdrawn the appointment of the proxy.

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The form of proxy for domestic shareholders will be published in China Securities Journal, Shanghai Securities News and the websites of the Company (www.jsexpressway.com), the Stock Exchange (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn). Domestic shareholders are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the registered office of the Company.

By order of the Board
Jiangsu Expressway Company Limited
Gu Dejun
Chairman

NOTICE OF 2018 ANNUAL GENERAL MEETING



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 2018 ANNUAL GENERAL MEETING

Important Notice:

- Date of the AGM: 20 June 2019
- Online voting for the AGM: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings.

NOTICE IS HEREBY GIVEN that the annual general meeting of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2018 (the “**AGM**”) will be held on Thursday, 20 June 2019 at 3:00 p.m. at 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China. Please note the following:

I. INFORMATION OF THE GENERAL MEETING

- (1) Type and Session of General Meeting: 2018 AGM
- (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 for on-site voting
 - Date and time: 20 June 2019 at 3:00 p.m.
 - Venue: 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (5) System, commencement and ending time and date of online voting

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

Commencement and ending time of online voting: From 20 June 2019 to 20 June 2019

Voting period for online voting: via the voting platform of the trading system of Shanghai Stock Exchange Online Voting System: the trading hours on the date of the AGM, 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 AGM

- (6) Margin trading, short selling and refinancing[#], agreed repurchase accounts and Shanghai-Hong Kong Stock Connect Investors voting procedure: 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 regulations including the “Implementation Rules of Online Voting for Shareholders Meeting of Listed Companies” issued by the Shanghai Stock Exchange.

- (7) Regarding solicitation of voting rights from shareholders

Not applicable

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

II. RESOLUTIONS TO BE CONSIDERED AT THE AGM

Resolutions by non-cumulative poll

The following resolutions shall be considered by way of ordinary resolutions:

1. to approve the work report of the Board of the Company for the year ended 31 December 2018.
2. to approve the work report of the supervisory committee of the Company for the year ended 31 December 2018.

NOTICE OF 2018 ANNUAL GENERAL MEETING

3. to approve the financial statements and audit report of the Company for the year ended 31 December 2018.
4. to approve the final accounting report of the Company for 2018.
5. to approve the financial budget report of the Company for 2019.
6. to approve the final dividend distribution proposal of the Company for 2018: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders.
7. to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditors of the financial report and internal auditor for the year 2019 at a remuneration of RMB3,200,000 per year.
8. to approve the registration and issuance of ultra-short-term notes of up to RMB5 billion by the Company within one year commencing from the date of approval at the annual general meeting and the registration effective period on a rolling basis and to authorize Mr. Sun Xibin, a director of the Company, to deal with the subsequent related matters such as the execution of contract and the approval of fund appropriation, etc.

Notes:

- (1) Dates and mediums of disclosure of the resolutions

For details of the resolutions, please refer to the announcement of resolutions passed by the Board of the Company on 22 March 2019. These announcements and information have been disclosed in China Securities Journal, Shanghai Securities News and the websites of the Company (www.jsexpressway.com), the Stock Exchange (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn). Holders of H shares may also refer to the circular of the Company dated 26 April 2019.

- (2) Special resolutions: nil

- (3) Resolution(s) with separate counting of votes from small and medium investors: 6 and 7

- (4) Resolution(s) which interested shareholder(s) will abstain from voting: nil

Name(s) of the interested shareholder(s) to abstain from voting: nil

- (5) Resolution which holders of preference shares will vote on: nil.

NOTICE OF 2018 ANNUAL GENERAL MEETING

III. MATTERS OF CONCERN FOR VOTING AT THE AGM

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 terminus of any specified securities trading company) or the internet voting platform (website: 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 for the internet voting platform on the website.
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 a 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 outnumber 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 shareholder has voted on all the resolutions.

IV. ENTITLEMENT TO ATTENDANCE AND VOTING

1. Holders of A shares 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. (the former Jiangsu Securities Depository Company (江蘇證券登記公司)) as at the close of trading of the afternoon session on 20 May 2019 (details as set out in the following table) and holders of H shares of the Company who are registered with Hong

NOTICE OF 2018 ANNUAL GENERAL MEETING

Kong Registrars Limited as at 4:30 p.m. on 20 May 2019 are entitled to attend the AGM after complying with the necessary registration procedures; and may appoint prox(ies) in writing to attend and vote at the AGM. Such prox(ies) need not be shareholder(s) of the the Company.

Class of shares	Stock Code	Stock Short Name	Record Date
A Shares	600377	寧滬高速	20 May 2019

2. Directors, supervisors and senior management of the Company;
3. lawyers engaged by the Company; and
4. other persons: auditors of the Company and other persons invited by the Board.

V. REGISTRATION FOR ATTENDING THE AGM

1. 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. (the former Jiangsu Securities Depository Company (江蘇證券登記公司)) as at the close of trading of the afternoon session on 20 May 2019, and shareholders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 20 May 2019 are entitled to attend and vote at the AGM, provided that such shareholders shall complete and **return the confirmation slip to the Company before Friday, 31 May 2019**. Further details are set out in the confirmation slip.
2. Registration of transfers of H shares will be suspended by the Company from 21 May 2019 to 20 June 2019 (both days inclusive). Shareholders of H shares who wish to be eligible to attend and vote at the AGM 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, **no later than 4:30 p.m. on Monday, 20 May 2019**.
3. A shareholder who has the right to attend and vote at the AGM 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. Upon completion and delivery of the form of proxy, a shareholder (or his/her proxy) may attend and vote at the AGM. 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 had not yet been changed.

NOTICE OF 2018 ANNUAL GENERAL MEETING

4. The instrument appointing a proxy must be in writing under the hand of the shareholder or his/her attorney duly authorised in writing. In the event that such instrument is signed by an 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 Secretariat Office of the Board of 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 AGM (being no later than 3:00 p.m. on Wednesday, 19 June 2019 (Hong Kong/Beijing time)).

VI. MISCELLANEOUS

1. The AGM will last for half a day. Shareholders and their proxies attending the AGM 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. The resolutions will be passed by way of poll.
4. In case during the electronic voting period for holders of A shares, there occurs any material event which affects the voting system, the proceedings of the AGM shall be conducted in accordance with notice published on such date.
5. The form of proxy and confirmation slip for the AGM will be despatched to shareholders with the circular of the Company dated 26 April 2019.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 26 April 2019