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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 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
- (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<sup>#</sup>, 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

<sup>#</sup> *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;
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](http://www.jsexpressway.com)), the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Shanghai Stock Exchange ([www.sse.com.cn](http://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.

### **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](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 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 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.

<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	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.
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                      Secretariat Office of the Board, 6 Xianlin Avenue, Nanjing,  
address:                      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

As at the date of this notice, the directors of the Company are:

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

\* *Independent non-executive directors*