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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 2019 FIRST EXTRAORDINARY GENERAL MEETING

Important Notice:

- Date of the Extraordinary General Meeting: 26 September 2019
- Online voting for the Extraordinary General Meeting: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings

NOTICE IS HEREBY GIVEN that the 2019 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 Thursday, 26 September 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: 2019 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) Venue, date and time for on-site voting:

- Date and time: 26 September 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 26 September 2019 to 26 September 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 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 then Extraordinary General Meeting

(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.

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

(7) Regarding solicitation of voting rights from shareholders: Not applicable

II. RESOLUTION TO BE CONSIDERED AT THE EXTRAORDINARY GENERAL MEETING

Resolution by non-cumulative poll

The following resolution shall be considered by way of ordinary resolution by shareholders of the Company:

1. THAT the capital contribution of RMB606.8 million by the Company and the capital contribution of RMB303.4 million by Jiangsu Communications Holding Company Limited (the “**Communications Holding**”) for RMB400 million and RMB200 million registered capital of Jiangsu Communications Holding Group Finance Co., Ltd. (the “**Group Finance Company**”), respectively pursuant to the Capital Increase Agreement dated 30 July 2019 between the Company, Communications Holding, Jiangsu Jinghu Expressway Company Limited and Group Finance Company (a copy of which is tabled at the Extraordinary General Meeting and signed by the chairman of the Extraordinary General Meeting for identification purpose) be and is hereby approved AND THAT Mr. Sun Xibin and Mr. Yao Yongjia, both being directors of the Company, be and are hereby authorised to deal with the consequential related matter.

Notes:

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

For details of the resolution on the Capital Increase Agreement, please refer to the announcement of the Company published on 30 July 2019. Holders of H shares may also refer to the circular of the Company dated 9 August 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 of Hong Kong Limited (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn).

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

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 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 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 casted 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 shareholder has voted all 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 as at the close-of-trading of the afternoon session on 26 August 2019 are entitled to attend the Extraordinary General Meeting (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 26 August 2019 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;

Class of shares	Stock Code	Stock Short Name	Record Date
A Shares	600377	寧滬高速	26 August 2019

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. 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 26 August 2019, and shareholders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 26 August 2019 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 6 September 2019. Further details are set out in the confirmation slip.
2. Registration of transfers of H shares will be suspended by the Company from 27 August 2019 to 26 September 2019 (both days inclusive). Shareholders of H shares who wish to be eligible to attend and vote at the Extraordinary General Meeting 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 26 August 2019.**

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 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 Extraordinary General Meeting (being no later than 3:00 p.m. on 25 September 2019 (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 electronic voting period for holders of A shares, there occurs any material 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 the Extraordinary General Meeting will be despatched to holders of H Shares of the Company with the circular of the Company dated 9 August 2019.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 9 August 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*