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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 RESOLUTION OF
THE FIRST 2019 EXTRAORDINARY GENERAL MEETING**

This announcement is made pursuant to the disclosure requirements under Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of Directors (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 severally and jointly accept 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 MEETING

- (I) Date of the General Meeting: 26 September 2019
- (II) Venue of the General Meeting: the Company's conference room at 6 Xianlin Avenue, Nanjing, the People's Republic of China

(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	76
	Including: the number of A shareholders	75
	the number of holders of foreign shares listed overseas (<i>H shares</i>)	1
2.	The total number of shares carrying voting rights held by shareholders attending the meeting (<i>shares</i>)	1,617,354,121
	Including: the total number of shares held by A shareholders	744,369,403
	the total number of shares held by holders of foreign shares listed overseas (<i>H shares</i>)	872,984,718
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 (%)	70.47
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	32.44
	the number of shares held by holders of foreign shares listed overseas as a percentage of the total number of shares (%)	38.03

(IV) Whether the voting procedures were in compliance with the requirements under the Company Law and the Articles of Association of the Company, the presiding of the meeting and other details.

The convening, holding and voting procedures of the General Meeting were in compliance with the requirements under the Company Law and the Articles of Association, Mr. Gu Dejun, the chairman of the Board of the Company, presided as chairman of the General Meeting.

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

1. 9 out of the 13 incumbent Directors of the Company attended the meeting. Messrs. Wu Xinhua, Hu Yu, Zhang Zhuting and Yao Yongjia Directors, were unable to attend due to other business arrangement;
2. 4 out of the five incumbent supervisors of the Company attended the meeting. Mr. Pan Ye, supervisor, was unable to attend due to other business arrangement;
3. Mr. Yao Yongjia, the secretary to the Board, was unable to attend due to other business arrangement; Mr. Zhu Zhiwei, a senior management, was unable to attend due to other business arrangement; other members of the senior management were also present at the meeting.

II. VOTING RESULTS OF THE RESOLUTION

(I) Resolutions by non-cumulative poll

1. Resolution: 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.

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A share	726,981,969	44.95	17,387,434	1.08	0	0
H share	209,562,641	12.96	662,696,077	40.97	726,000	0.04
The total number of ordinary shares:	936,544,610	57.91	680,083,511	42.05	726,000	0.04

(II) 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 (%)
1	THAT the capital contribution of RMB606.8 million by the Company and the capital contribution of RMB303.4 million by Communications Holding for RMB400 million and RMB200 million registered capital of 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.	137,922,892	88.8047	17,387,434	11.1953	0	0.0000

(III) Details in relation to the voting results of the resolution

Resolution 1 was a non cumulative ordinary resolution. The resolution was duly passed as over half of the votes were cast in favour of such resolution.

The resolution was passed by way of poll based on the sum of on-site votes and internet votes. The connected shareholder, namely Communications Holding, abstained from voting on the resolution. No other shareholders who were entitled to attend the General Meeting, were required to abstain from voting in favour of or could only vote against the resolution proposed thereat.

Deloitte Touche Tohmatsu Certified Public Accountants LLP was the scrutineer for the vote-taking of the resolution at the General Meeting.

III. ATTESTATION BY LAWYER

1. The General Meeting was attested by: Dentons Nanjing Office

Lawyers: Messrs. Ren Tianlín and Chen Wei

2. Concluding opinions from the lawyers for the attestation:

The convening and holding procedures of the General Meeting were in compliance with relevant laws and regulations and the Company's Articles of Association; the qualifications of the convener and the persons attending the meeting were lawful and valid; and the voting procedures conducted at the meeting and the voting results thereof were lawful and valid.

IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolution of the General Meeting 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;
2. Legal opinion with the signature of the managing partner of the attesting law firm under its company seal;
3. Other documents required by Shanghai Stock Exchange.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 27 September 2019

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

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**

* *Independent Non-executive Directors*