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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 2020 FIRST  
EXTRAORDINARY GENERAL MEETING**

Important Notice:

- Date of the EGM: 25 February 2020.
- Online voting for the EGM: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings.

**NOTICE IS HEREBY GIVEN** that the 2020 first extraordinary general meeting of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company (the “**EGM**”) will be held on Tuesday, 25 February 2020 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: 2020 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: 25 February 2020 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 25 February 2020 to 25 February 2020

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 EGM, 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 EGM

(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 EGM**

### **Resolutions by non-cumulative poll**

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

1. Resolutions in relation to the public issue of corporate bonds:
  - 1.01 Issue size
  - 1.02 Par value and issue price
  - 1.03 Issue method
  - 1.04 Maturity and type of bonds
  - 1.05 Coupon rate of bonds
  - 1.06 Repayment of principal and interest of the bonds
  - 1.07 Arrangements on placement to shareholders of the Company
  - 1.08 Redemption or repurchase terms
  - 1.09 Guarantee terms
  - 1.10 Use of proceeds
  - 1.11 Way of underwriting
  - 1.12 Trading and exchange markets
  - 1.13 Protective measures for repayment
  - 1.14 Validity period of the resolutions
  - 1.15 Authorization in relation to the issue of corporate bonds

*Notes:*

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

For details of the resolutions in relation to the corporate bonds issuance mandate, please refer to the announcement published by the Company on 24 December 2019. Holders of H shares may also refer to the circular of the Company dated 6 January 2020.

These announcements and information have been disclosed in China Securities Journal, Securities Times 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)).

- (2) Special resolution(s): 1.
- (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: 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 EGM**

- 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. 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.
- 4. 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 24 January 2020 (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 24 January 2020 are entitled to attend the EGM after performing the necessary registration procedures; and may appoint prox(ies) in writing to attend and vote at the EGM. 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	24 January 2020

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 EGM

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 24 January 2020, and shareholders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 24 January 2020 are entitled to attend and vote at the EGM, provided that such shareholders shall complete and return the confirmation slip to the Company before 5 February 2020. Further details are set out in the confirmation slip.
2. Registration of transfers of H shares will be suspended by the Company from 25 January 2020 to 25 February 2020 (both days inclusive). Shareholders of H shares who wish to be eligible to attend and vote at the EGM 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 24 January 2020.

3. A shareholder who has the right to attend and vote at the EGM 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 EGM. 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 authorization that authorized 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 EGM (being no later than 3:00 p.m. on 24 February 2020 (Hong Kong/Beijing time)).

## **VI. MISCELLANEOUS**

1. The EGM will last for half a day. Shareholders and their proxies attending the EGM 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 EGM shall be conducted in accordance with notice published on such date.
5. The form of proxy and confirmation slip for the EGM will be despatched to holders of H shares of the Company with the circular of the Company dated 6 January 2020.

By Order of the Board  
**Yao Yongjia**  
*Secretary to the Board*

Nanjing, the PRC, 6 January 2020

*As at the date of this announcement, the board of directors of Jiangsu Expressway comprises Mr. Gu Dejun, Mr. Sun Xibin, Mr. Yao Yongjia as executive directors; Mr. Chen Yanli, Mr. Chen Yongbing, Mr. Wu Xinhua, Ms. Hu Yu and Mr. Ma Chung Lai, Lawrence as non-executive directors; and Mr. Zhang Zhuting, Mr. Chen Liang, Mr. Lin Hui, Mr. Zhou Shudong and Mr. Liu Xiaoxing as independent non-executive directors.*