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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 2022 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 jointly and severally 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: 12 December 2022
- (II) Venue of the General Meeting: the Company's conference room at 6 Xianlin Avenue, Nanjing

(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	9
	Including: the number of A shareholders	8
	the number of holders of foreign shares listed overseas (H shares)	1
2.	The total number of shares carrying voting rights held by shareholders attending the meeting (<i>shares</i>)	4,117,459,323
	Including: the total number of shares held by A shareholders	3,340,592,425
	the total number of shares held by holders of foreign shares listed overseas (H shares)	776,866,898
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 (%)	81.73
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	66.31
	the number of shares held by holders of foreign shares listed overseas as a percentage of the total number of shares (%)	15.42

(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 of the Company. Mr. Chen Yunjiang, the chairman of the Board of the Company, presided as the chairman of the General Meeting.

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

1. 13 out of the 13 incumbent Directors of the Company attended the meeting. All Directors attended the meeting via a combination of physical and video attendance.
2. 4 out of the 4 incumbent Supervisors of the Company attended the meeting. All Supervisors attended the meeting via a combination of physical and video attendance.
3. Mr. Yao Yongjia, the secretary to the Board, attended the meeting; other members of the senior management were also present at the meeting.

II. VOTING RESULTS OF THE RESOLUTIONS

(I) Resolutions by non-cumulative poll

1. Resolution: To approve the disposal of the commercial premises on the podium of Building 1 and the commercial premises of Building 3 of the Hanrui Center Project with an aggregate floor area of 5,862.56 square metres for a total consideration of RMB187,706,300 pursuant to the commodity property purchase agreement dated 26 October 2022 between 南京瀚威房地產開發有限公司 (Nanjing Hanwei Property Development Company Limited*), a wholly-owned subsidiary of the Company, and 江蘇交控商業運營管理有限公司 (Jiangsu Communications Holding Commercial Operation Management Co., Ltd.*)

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	598,013,600	43.50	0	0.00	0	0.00
H share	774,309,994	56.32	0	0.00	2,556,904	0.19
The total number of ordinary shares:	<u>1,372,323,594</u>	<u>99.81</u>	<u>0</u>	<u>0.00</u>	<u>2,556,904</u>	<u>0.19</u>

* This company does not have an official English name. The English name is for identification purpose only.

2. Resolution in relation to the appointment of Supervisor

2.01 Resolution: to elect Mr. Wan Liye as a Supervisor of the Company and to approve the signing of an appointment letter between the Company and Mr. Wan Liye with a term commencing from the date of the 2022 First Extraordinary General Meeting and expiring on the date of the annual general meeting to be convened for the year 2023.

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	3,339,913,339	81.12%				
H share	570,381,318	13.85%	205,985,580	5.00%	500,000	0.01%
The total number of ordinary shares:	3,910,294,657	94.97%	205,985,580	5.00%	500,000	0.01%

(II) Voting results of shareholders with less than 5% share interest in relation to material items

Resolution No.	Resolution Name	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	To approve the disposal of the commercial premises on the podium of Building 1 and the commercial premises of Building 3 of the Hanrui Center Project with an aggregate floor area of 5,862.56 square metres for a total consideration of RMB187,706,300 pursuant to the commodity property purchase agreement dated 26 October 2022 between 南京瀚威房地產開發有限公司 (Nanjing Hanwei Property Development Company Limited*), a wholly-owned subsidiary of the Company, and 江蘇交控商業運營管理有限公司 (Jiangsu Communications Holding Commercial Operation Management Co., Ltd.*)	8,954,523	100.0000	0	0.0000	0	0.0000
2	To elect Mr. Wan Liye as a Supervisor of the Company and to approve the signing of an appointment letter between the Company and Mr. Wan Liye with a term commencing from the date of the 2022 First Extraordinary General Meeting and expiring on the date of the annual general meeting to be convened for the year 2023	8,275,437	92.4162				

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

The resolutions considered at the General Meeting were passed by way of poll based on the sum of on-site votes and internet votes. Save for resolution 1, no shareholders who were entitled to attend the General Meeting were required to abstain from voting in favour of or could only vote against any of the resolutions proposed thereat. No shareholders have stated their intention to vote against or to abstain from voting on any of the resolutions at the AGM in the circular of the Company dated 24 November 2022.

Resolution 1 is a resolution involving related party/connected transaction. Jiangsu Communications Holdings Co., Ltd. (holding an aggregate of 2,742,578,825 shares of the Company), as a related party/connected person, has abstained from voting. The resolution has been duly passed as over one-half of the votes were cast in favour of the resolution.

Resolution 2 is a cumulative voting ordinary resolution. The resolution has been duly passed as over one-half of the votes were cast in favour of the resolution.

KPMG HUAZHEN LLP was the scrutineer for the vote-taking of the resolution at the General Meeting.

III. WITNESS BY LAWYER

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

Lawyers: Dong Wanquan and Zhu Bin

2. Concluding opinions from the witnessing lawyers:

The convening and convening procedures, qualification of conveners, qualifications of attendees, voting procedures and voting results of the 2022 First Extraordinary General Meeting of the Company all comply with laws and regulations such as the Company Law and Rules of General Meeting of Listed Companies and the relevant provisions of the Articles of Association, the resolutions passed at the meeting are 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 witnessing 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, 12 December 2022

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

Chen Yunjiang, Chen Yanli, Wang Yingjian, Wang Feng, Yao Yongjia, Wu Xinhua, Li Xiaoyan, Ma Chung Lai, Lawrence, Zhou Shudong, Liu Xiaoxing*, Yu Mingyuan*, Xu Guanghua*, Ge Yang**

** Independent Non-executive Directors*