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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 THE 2023 FIRST CLASS MEETING
OF HOLDERS OF DOMESTIC SHARES**

Important Notice:

- Date of the 2023 first class meeting of holders of domestic shares: 20 June 2023
- Online voting for the 2023 first class meeting of holders of domestic shares: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings.

I. INFORMATION OF THE MEETING

- (1) Type and Session of Meeting: 2023 first class meeting of holders of domestic shares
- (2) Convener: the Board
- (3) Voting method: voting on site and online voting
- (4) Date, time and venue for on-site voting
 - Date and time: 20 June 2023 at 3:00 p.m. (or as soon as after conclusion of the 2022 annual general meeting)
 - 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 2023 to 20 June 2023

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 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.

(7) Regarding solicitation of voting rights from shareholders

Not applicable

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 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES CLASS MEETING

Resolution by Non-cumulative Poll

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

1. to amend the articles of association of the Company;
2. to amend the Rules of Procedure of Board of Directors Meetings of the Company;
3. to amend the Rules of Procedure of Supervisory Committee Meetings of the Company; and
4. to amend the Rules of Procedure of Shareholders Meetings of the Company.

Notes:

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

For details of the resolution, please refer to the announcement of the Company of 28 April 2023. The announcement and information have been disclosed in China Securities Journal, Securities Times, Shanghai Securities News and the websites of the Company (www.jsexpressway.com), the Stock Exchange (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn).

- (2) Special resolution: 1 to 4
- (3) Resolution(s) with separate counting of votes from small and medium investors: 1 to 4
- (4) Resolution(s) which interested shareholder(s) will abstain from voting: nil
- (5) Resolution which holders of preference shares will vote on: nil.

III. MATTERS OF CONCERN FOR VOTING AT THE 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

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 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 the resolution.

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 12 June 2023 (details as set out in the following table) are entitled to attend the meeting after complying with the necessary registration procedures; and may appoint prox(ies) in writing to attend and vote at the meeting. 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	12 June 2023

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 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

1. A 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 12 June 2023 are entitled to attend and vote at the 2023 first class meeting of holders of domestic shares, provided that such shareholders shall complete and return the confirmation slip to the Company before Thursday, 15 June 2023. Further details are set out in the confirmation slip.
2. A shareholder who has the right to attend and vote at the 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 meeting. Nevertheless, the appointment of the proxy will be deemed to have been revoked by the shareholder. A shareholder (or his/her proxy) shall present his/her shareholder account number to attend the meeting. A corporate shareholder shall present its shareholding confirmation if its shareholder account had not yet been changed.
3. 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, not less than 24 hours before the time appointed for the holding of the meeting (being no later than 3:20 p.m. on Monday, 19 June 2023 (Hong Kong/Beijing time)).

VI. MISCELLANEOUS

1. Shareholders and their proxies attending the 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. 301815 or (86) 25-8446 4303 (direct line)
Fax: (86) 25-8420 7788
3. The resolution will be passed by way of poll.
4. In case during the electronic voting period, there occurs any material event which affects the voting system, the proceedings of the meeting shall be conducted in accordance with notice published on such date.
5. The form of proxy for domestic shareholders will be published in China Securities Journal, Securities Times, 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). Shareholders are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the registered office of the Company.

By Order of the Board
Yao Yongjia
Secretary to the Board

Nanjing, the PRC, 19 May 2023

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

Chen Yunjiang, 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*