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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 OVERSEAS-LISTED SHARES**

NOTICE IS HEREBY GIVEN that the 2023 first class meeting of holders of overseas-listed shares class meeting of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company (the “**2023 First H Shareholders Meeting**”) will be held on Tuesday, 20 June 2023 at 3:30 p.m. (or as soon as after conclusion of the 2023 first class meeting of holders of domestic shares) 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: 2023 first class meeting of holders of overseas-listed shares
- (2) Convener: the Board
- (3) Voting method: voting on site
- (4) Date, time and venue for on-site voting
 - Date and time: 20 June 2023 at 3:30 p.m. (or as soon as after conclusion of the 2023 first class meeting of holders of domestic shares)
 - Venue: 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China

II. RESOLUTIONS TO BE CONSIDERED

Resolutions by Non-cumulative Poll

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

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, please refer to the announcement of the Company of 28 April 2023 and the circular of the Company dated 19 May 2023, in particular, the proposed amendments to the articles of association, the proposed amendments to the Rules of Procedures of Board Meetings, the proposed amendments to the Rules of Procedures of Supervisory Committee Meetings and the proposed amendments to the Rules of Procedures of Shareholders Meetings of the Company, as set out in Part A, B, C, and D of Appendix I, respectively which have been disclosed on the websites of the Company (www.jsexpressway.com) and the Stock Exchange (www.hkexnews.hk).

III. MATTERS OF CONCERN FOR VOTING AT THE 2023 FIRST H SHAREHOLDERS MEETING

1. Holders of H Shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 12 June 2023 are entitled to attend and vote at the 2023 First H Shareholders Meeting, provided that such shareholders shall complete and return the **PINK** confirmation slip to the Company before Thursday, 15 June 2023. Further details are set out in the confirmation slip.
2. As set forth in the Company's announcement dated 28 April 2023, registration of transfers of H Shares will be suspended by the Company from 20 May 2023 to 20 June 2023 (both days inclusive). Shareholders of H shares who wish to be eligible to attend and vote at the 2023 First H Shareholders 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 Friday, 19 May 2023.

3. A shareholder who has the right to attend and vote at the 2023 First H Shareholders 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. Upon completion and delivery of the **PINK** form of proxy, a shareholder (or his/her proxy) may attend and vote at the 2023 First H Shareholders Meeting. Nevertheless, under such circumstances, the appointment of the proxy will be deemed to have been revoked by the shareholder.
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 **PINK** form of proxy 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 2023 First H Shareholders Meeting (being no later than 3:30 p.m. on Monday, 19 June 2023 (Hong Kong/Beijing time)).
5. Shareholders and their proxies attending the meeting will be responsible for their own accommodation, travelling and other expenses.
6. 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
7. The **PINK** form of proxy and confirmation slip for the 2023 First H Shareholders Meeting will be despatched to shareholders with the circular of the Company dated 19 May 2023.

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*