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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 RESOLUTIONS OF  
THE 2022 ANNUAL GENERAL MEETING,  
THE 2023 FIRST CLASS MEETING OF HOLDERS OF  
DOMESTIC SHARES  
AND  
THE 2023 FIRST CLASS MEETING OF HOLDERS OF  
OVERSEAS-LISTED SHARES**

This announcement is made pursuant to the disclosure requirement under Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Capitalised terms used herein shall have the same meanings as those defined in the Company's notice of the 2022 annual general meeting, the 2023 first class meeting of holders of domestic shares and the 2023 first class meeting of holders of overseas-listed shares dated 19 May 2023.

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 accept legal responsibility for the truthfulness, accuracy and completeness of this announcement.

**IMPORTANT NOTICE:**

- Whether any of the proposed resolutions at the meetings was objected: No. However, although resolution 15 was passed with over two-thirds shareholders approval, as the relevant resolution was not approved at the 2023 First H Shareholders Meeting (please refer to the section headed "IV. Voting Results of the 2023 First Class Meeting of Holders of Overseas-Listed Shares Resolutions – (II) Resolutions by non-cumulative poll – special resolutions" of this announcement), the resolution will not become effective.

## I. CONVENING AND ATTENDANCE OF THE 2022 ANNUAL GENERAL MEETING

(I) Date of the AGM: 20 June 2023

(II) Venue of the AGM: 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	83
	Including: the number of A shareholders	82
	the number of H shareholders	1
2.	The total number of shares carrying voting rights held by shareholders attending the meeting ( <i>shares</i> )	4,107,518,455
	Including: the total number of shares held by A shareholders	3,368,857,563
	the total number of shares held by H shareholders	738,660,892
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 (%)	81.53
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (%)	66.87
	the number of shares held by H shareholders as a percentage of the total number of shares (%)	14.66

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

The convening, holding and voting procedures of the AGM were in compliance with the requirements under the Company Law and the Articles of Association. Mr. Wang Feng, the executive Director and the General Manager, presided as the chairman of the AGM upon joint recommendations of over one-half of Directors.

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

1. 10 out of the 12 incumbent Directors of the Company attended the meeting. Mr. Chen Yunjiang (Director) and Mr. Yu Mingyuan (Independent Director) were unable to attend the meeting due to other business engagement;
2. 5 out of the 5 incumbent supervisors of the Company attended the meeting. All supervisors attended the meeting;
3. Mr. Yao Yongjia, the secretary to the Board, attended the meeting; all members of the senior management were also present at the meeting.

## II. VOTING RESULTS OF THE 2022 ANNUAL GENERAL MEETING RESOLUTIONS

### (I) Resolutions by non-cumulative poll – ordinary resolutions

1. Resolution: **to approve the work report of the Board of the Company for the year ended 31 December 2022.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,751,563	81.99	101,200	0.00	1,004,800	0.02
H share	738,083,325	17.97	0	0.00	577,567	0.01
The total number of ordinary shares:	4,105,834,888	99.96	101,200	0.00	1,582,367	0.04

2. **Resolution: to approve the work report of the supervisory committee of the Company for the year ended 31 December 2022.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,751,563	81.99	101,200	0.00	1,004,800	0.02
H share	738,083,325	17.97	0	0.00	577,567	0.01
The total number of ordinary shares:	4,105,834,888	99.96	101,200	0.00	1,582,367	0.04

3. **Resolution: to approve the financial statements and audit report of the Company for the year ended 31 December 2022.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,751,563	81.99	101,200	0.00	1,004,800	0.02
H share	734,757,025	17.89	3,326,300	0.08	577,567	0.01
The total number of ordinary shares:	4,102,508,588	99.88	3,427,500	0.08	1,582,367	0.04

4. Resolution: **to approve the final financial report of the Company for 2022.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,751,563	81.99	101,200	0.00	1,004,800	0.02
H share	738,083,325	17.97	0	0.00	577,567	0.01
The total number of ordinary shares:	4,105,834,888	99.96	101,200	0.00	1,582,367	0.04

5. Resolution: **to approve the financial budget report of the Company for 2023.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,751,563	81.99	101,200	0.00	1,004,800	0.02
H share	738,660,892	17.98	0	0.00	0	0.00
The total number of ordinary shares:	4,106,412,455	99.97	101,200	0.00	1,004,800	0.02

6. **Resolution: to approve the final dividends distribution proposal of the Company for 2022: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders.**

Results after consideration: approved Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,756,363	81.99	101,200	0.00	1,000,000	0.02
H share	738,660,892	17.98	0	0.00	0	0.00
The total number of ordinary shares:	4,106,417,255	99.97	101,200	0.00	1,000,000	0.02

7. **Resolution: to approve the re-appointment of KPMG Huazhen LLP as the Company's auditors of the financial report and internal auditor for the year 2023 at an aggregate remuneration of RMB3,460,000 per year.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,751,563	81.99	101,200	0.00	1,004,800	0.02
H share	736,160,892	17.92	0	0.00	2,500,000	0.06
The total number of ordinary shares:	4,103,912,455	99.91	101,200	0.00	3,504,800	0.09

8. Resolution: **to approve the registration and issuance of ultra-short-term notes of up to RMB8 billion (inclusive) by the Company, which will be issued in one issuance or in tranches within the validity period of the registration; and to authorize the Board and the executive directors authorized by the Board to handle follow-up related matters including contract signing and approval of fund allocation; and the validity period of the authorization shall be from the date of approval at the general meeting to the date of expiration of the registration validity period.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,756,363	81.99	101,200	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,917,255	99.91	2,601,200	0.06	1,000,000	0.02

9. Resolution: **to approve the lending to Wufengshan Toll Bridge Company loans with funding balance not exceeding RMB1.8 billion for a term of 3 years.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	617,751,238	45.26	7,527,498	0.55	1,000,002	0.07
H share	341,089,092	24.99	397,571,797	29.13	0	0.00
The total number of ordinary shares:	958,840,330	70.25	405,099,295	29.68	1,000,002	0.07

10. Resolution: **to approve the lending to Guangjing Xicheng Company loans with funding balance not exceeding RMB1.5 billion for a term of 3 years.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	2,778,689,786	78.97	108,700	0.00	1,000,000	0.03
H share	735,724,664	20.91	2,936,228	0.08	0	0.00
The total number of ordinary shares:	3,514,414,450	99.89	3,044,928	0.09	1,000,000	0.03

11. Resolution: **to approve the lending to Yichang Company loans with funding balance not exceeding RMB0.5 billion for a term of 3 years.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	2,771,270,986	78.76	7,527,498	0.21	1,000,002	0.03
H share	341,089,092	9.69	397,571,797	11.30	0	0.00
The total number of ordinary shares:	3,112,360,078	88.46	405,099,295	11.51	1,000,002	0.03



12. Resolution: **to approve the lending to Changyi Company loans with funding balance not exceeding RMB0.7 billion for a term of 3 years.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	2,771,270,986	78.76	7,527,498	0.21	1,000,002	0.03
H share	341,089,092	9.69	397,571,797	11.30	0	0.00
The total number of ordinary shares:	3,112,360,078	88.46	405,099,295	11.51	1,000,002	0.03

13. Resolution: **to approve the renewal of the liability insurance for directors, supervisors and senior management of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,366,771,663	81.97	414,200	0.01	1,671,700	0.04
H share	551,491,031	13.43	58,376,110	1.42	128,793,751	3.14
The total number of ordinary shares:	3,918,262,694	95.39	58,790,310	1.43	130,465,451	3.18

## (II) Resolutions by non-cumulative poll – special resolutions

### 14.(1) Resolution: **to approve the Company's public issuance of Corporate Bonds of not more than RMB8 billion (inclusive).**

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	0	0.00	0	0.00	0	0.00
H share	736,160,892	99.66	2,500,000	0.34	0	0.00
The total number of ordinary shares:	736,160,892	99.66	2,500,000	0.34	0	0.00

### 14(2)(i) Resolution: **to approve the Corporate Bonds issuance – issuance scale.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(ii) **Resolution: to approve the Corporate Bonds issuance – face value and issue price of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(iii) **Resolution: to approve the Corporate Bonds issuance – issuance method.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

**14(2)(iv) Resolution: to approve the Corporate Bonds issuance – maturity and type of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

**14(2)(v) Resolution: to approve the Corporate Bonds issuance – coupon rate of Corporate Bonds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(vi) **Resolution: to approve the Corporate Bonds issuance – repayment of principal and interest.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(vii) **Resolution: to approve the Corporate Bonds issuance – placing arrangement for Shareholders of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(viii) **Resolution: to approve the Corporate Bonds issuance – redemption or repurchase terms.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(ix) **Resolution: to approve the Corporate Bonds issuance – guarantee terms.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(x) Resolution: **to approve the Corporate Bonds issuance – use of proceeds.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(xi) Resolution: **to approve the Corporate Bonds issuance – way of underwriting.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(xii) **Resolution: to approve the Corporate Bonds issuance – trading and exchange markets.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(2)(xiii) **Resolution: to approve the Corporate Bonds issuance – protective measures for repayment.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02



14(2)(xiv) **Resolution: to approve the Corporate Bonds issuance – validity period of the resolutions.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

14(3) **Resolution: to authorise the Board and persons authorized by the Board to proceed with the management of the relevant matters in relation to the public issuance of corporate bonds at their full discretion.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,754,963	81.99	102,600	0.00	1,000,000	0.02
H share	736,160,892	17.92	2,500,000	0.06	0	0.00
The total number of ordinary shares:	4,103,915,855	99.91	2,602,600	0.06	1,000,000	0.02

15. **Resolution: to amend the articles of association of the Company, subject to the approval of the amendments at the 2023 First A Shareholders Meeting and the 2023 First H Shareholders Meeting.**

Results after consideration: Although this resolution was passed with over two-thirds shareholders approval, as the relevant resolution was not approved at the 2023 First H Shareholders Meeting (please refer to the section headed “IV. Voting Results of the 2023 First Class Meeting of Holders of Overseas-Listed Shares Resolutions – (II) Resolutions by non-cumulative poll – special resolutions” of this announcement), the resolution will not become effective.

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,352,111,580	81.61	16,745,983	0.41	0	0.00
H share	12,186,638	0.30	726,420,474	17.69	53,780	0.00
The total number of ordinary shares:	3,364,298,218	81.91	743,166,457	18.09	53,780	0.00

16. **Resolution: to amend the Rules of Procedure of Board of Directors Meetings of the Company, subject to the approval of the amendments at the 2023 First A Shareholders Meeting and the 2023 First H Shareholders Meeting.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,368,754,963	82.01	102,600	0.00	0	0.00
H share	738,660,892	17.98	0	0.00	0	0.00
The total number of ordinary shares:	4,107,415,855	100.00	102,600	0.00	0	0.00

17. **Resolution: to amend the Rules of Procedure of Supervisory Committee Meetings of the Company, subject to the approval of the amendments at the 2023 First A Shareholders Meeting and the 2023 First H Shareholders Meeting.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,368,754,963	82.01	102,600	0.00	0	0.00
H share	738,660,892	17.98	0	0.00	0	0.00
The total number of ordinary shares:	4,107,415,855	100.00	102,600	0.00	0	0.00

18. **Resolution: to amend the Rules of Procedure of Shareholders Meetings of the Company, subject to the approval of the amendments at the 2023 First A Shareholders Meeting and the 2023 First H Shareholders Meeting.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,854,557	81.99	1,003,006	0.02	0	0.00
H share	632,044,880	15.39	106,816,012	2.60	0	0.00
The total number of ordinary shares:	3,999,899,437	97.38	107,819,018	2.62	0	0.00

### (III) Resolutions by cumulative poll

19. Resolution in relation to the election of non-executive Director (1 Director):

Resolution no.	Resolution	Number of votes	Number of votes as a percentage of valid voting rights present at the meeting (%)	Whether elected
19	to approve the appointment of Mr. Xu Haibei as a non-executive Director to the Tenth Session of the Board of Directors of the Company and the signing of an appointment letter with him for a term commencing from the date of the annual general meeting of 2022 until the date of the annual general meeting of 2024.	4,056,493,018	98.76	Yes

*Note 1:* As the above resolutions were voted by way of cumulative poll, the number of votes as a percentage of valid voting rights present at the meeting is calculated by Number of affirmative votes ÷ (Number of affirmative votes + Number of dissenting votes + Number of abstaining votes)

*Note 2:* The number and proportion of votes that were cast as affirmative, dissenting and abstaining in relation to the resolution are as follows:

Affirmative		Dissenting		Abstaining	
<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
4,056,493,018	98.76	47,489,357	1.16	118,758	0.00

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

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
6.	to approve the final dividend distribution proposal of the Company for 2022: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders.	36,118,461	97.0413	101,200	0.2718	1,000,000	2.6869
7.	to approve the re-appointment of KPMG Huazhen LLP as the Company's auditors of financial report and internal auditor for the year 2023 at an aggregate remuneration of RMB3,460,000 per year.	36,113,661	97.0284	101,200	0.2718	1,004,800	2.6998
9.	to approve the lending to Wufengshan Toll Bridge Company loans with funding balance not exceeding RMB1.8 billion for a term of 3 years.	28,692,161	77.0887	7,527,498	20.2245	1,000,002	2.6868
10.	to approve the lending to Guangjing Xicheng Company loans with funding balance not exceeding RMB1.5 billion for a term of 3 years.	36,110,961	97.0211	108,700	0.2920	1,000,000	2.6869

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
11.	to approve the lending to Yichang Company loans with funding balance not exceeding RMB0.5 billion for a term of 3 years.	28,692,161	77.0887	7,527,498	20.2245	1,000,002	2.6868
12.	to approve the lending to Changyi Company loans with funding balance not exceeding RMB0.7 billion for a term of 3 years.	28,692,161	77.0887	7,527,498	20.2245	1,000,002	2.6868
19.	to approve the appointment of Mr. Xu Haiwei as a non-executive Director to the Tenth Session of the Board of Directors of the Company and the signing of an appointment letter with him for a term commencing from the date of the annual general meeting of 2022 until the date of the annual general meeting of 2024.	33,802,239	90.8182				

## **(V) Details in relation to the voting results of the resolutions**

All the resolutions considered at the AGM were passed by way of poll based on the sum of on-site votes and internet votes. Save for resolutions 9 to 12, no shareholders who were entitled to attend the AGM, 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 19 May 2023.

Resolutions 1 to 13 were ordinary resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over half of the total valid votes were cast in favour of such resolutions by the shareholders attended the meeting or by proxies.

Resolution 9 was an ordinary resolution voted on by non-cumulative poll 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 in accordance with the requirements of the relevant listing rules. The resolution has been duly passed as over half of the total valid votes were cast in favour of such resolution by the shareholders attended the meeting or by proxies.

Resolutions 10 to 12 were ordinary resolutions voted on by non-cumulative poll involving related party/connected transactions. China Merchants Expressway Network & Technology Holdings Co., Ltd. (holding an aggregate of 589,059,077 shares of the Company), as a related party/connected person, has abstained from voting in accordance with the requirements of the relevant listing rules. All these resolutions have been duly passed as over half of the total valid votes were cast in favour of such resolutions by the shareholders attended the meeting or by proxies.

Resolutions 14, 16 to 18 were special resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over two-thirds of the total valid votes were cast in favour of such resolutions by the shareholders attended the meeting or by proxies.

Resolution 15 was a special resolution voted on by non-cumulative poll. Although the resolution was duly passed as over two-thirds of the total valid votes were cast in favour of such resolution by the shareholders attended the meeting or by proxies, the relevant resolution was not approved at the 2023 First H Shareholders Meeting (please refer to the section headed “IV. Voting Results of the 2023 First Class Meeting of Holders of Overseas-Listed Shares Resolutions – (II) Resolutions by non-cumulative poll – special resolutions” of this announcement), this resolution was not passed.

Resolution 19 was an ordinary resolution voted on by cumulative poll. The resolution has been duly passed as over half of the total valid votes were cast in favour of such resolution by the shareholders attended the meeting or by proxies.

KPMG HUAZHEN LLP was the scrutineer for the vote-taking of the resolutions at the AGM.

### **III. VOTING RESULTS OF THE 2023 FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES (“THE 2023 FIRST A SHAREHOLDERS MEETING”) RESOLUTIONS**

#### **(I) CONVENING AND ATTENDANCE OF THE 2023 FIRST A SHAREHOLDERS MEETING**

1. Date of the 2023 First A Shareholders Meeting: 20 June 2023
2. Venue of the 2023 First A Shareholders Meeting: the Company’s conference room at 6 Xianlin Avenue, Nanjing
3. Ordinary shareholders and preference shareholders with recovered voting rights who attended the meeting and their shareholdings:

(1)	The number of A shareholders attending in person or by proxy	81
(2)	The total number of shares carrying voting rights held by A shareholders attending the meeting ( <i>shares</i> )	3,368,857,463
(3)	The number of shares carrying voting rights held by A shareholders attending the meeting as a percentage of the total number of A shares of the Company carrying voting rights (%)	88.29

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

The convening, holding and voting procedures of the shareholders meeting were in compliance with the requirements under the Company Law and the Articles of Association. Mr. Wang Feng, the executive Director and the General Manager, presided as the chairman of the shareholders meeting upon joint recommendations of over one-half of Directors.



5. Attendance of the Directors, supervisors and secretary to the board of directors of the Company
  - (1) 10 out of the 12 incumbent Directors of the Company attended the meeting. Mr. Chen Yunjiang (Director) and Mr. Yu Mingyuan (Independent Director) were unable to attend the meeting due to other business engagement;
  - (2) 5 out of the 5 incumbent supervisors of the Company attended the meeting. All supervisors attended the meeting;
  - (3) Mr. Yao Yongjia, the secretary to the Board, attended the meeting; all members of the senior management were also present at the meeting.

## (II) Resolutions by non-cumulative poll – special resolutions

1. Resolution: **to amend the articles of association of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,352,111,480	99.50	16,745,983	0.50	0	0.00

2. Resolution: **to amend the Rules of Procedure of Board of Directors Meetings of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,368,754,863	100.00	102,600	0.00	0	0.00

3. **Resolution: to amend the Rules of Procedure of Supervisory Committee Meetings of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,368,754,863	100.00	102,600	0.00	0	0.00

4. **Resolution: to amend the Rules of Procedure of Shareholders Meetings of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A share	3,367,854,457	99.97	1,003,006	0.03	0	0.00

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

All the resolutions considered at the shareholders meeting were passed by way of poll based on the sum of on-site votes and internet votes. For resolutions above-mentioned, no shareholders who were entitled to attend the meeting, were require 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 meeting in the circular of the Company dated 19 May 2023.

Resolutions 1 to 4 were special resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over two-thirds of the total valid votes were cast in favour of such resolutions by the shareholders attended the meeting or by proxies.

KPMG HUAZHEN LLP was the scrutineer for the vote-taking of the resolutions at the shareholders meeting.

#### **IV. VOTING RESULTS OF THE 2023 FIRST CLASS MEETING OF HOLDERS OF OVERSEAS-LISTED SHARES (“THE 2023 FIRST H SHAREHOLDERS MEETING”) RESOLUTIONS**

##### **(I) CONVENING AND ATTENDANCE OF THE 2023 FIRST H SHAREHOLDERS MEETING**

1. Date of the 2023 First H Shareholders Meeting: 20 June 2023
2. Venue of the 2023 First H Shareholders Meeting: the Company’s conference room at 6 Xianlin Avenue, Nanjing
3. Ordinary shareholders and preference shareholders with recovered voting rights who attended the meeting and their shareholdings:

(1)	The number of H shareholders attending in person or by proxy	1
(2)	The total number of shares carrying voting rights held by H shareholders attending the meeting ( <i>shares</i> )	741,980,255
(3)	The number of shares carrying voting rights held by H shareholders attending the meeting as a percentage of the total number of H shares of the Company carrying voting rights (%)	60.72

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

The convening, holding and voting procedures of the shareholders meeting were in compliance with the requirements under the Company Law and the Articles of Association. Mr. Wang Feng, the executive Director and the General Manager, presided as the chairman of the shareholders meeting upon joint recommendations of over one-half of Directors.

5. Attendance of the Directors, supervisors and secretary to the board of directors of the Company
  - (1) 10 out of the 12 incumbent Directors of the Company attended the meeting. Mr. Chen Yunjiang (Director) and Mr. Yu Mingyuan (Independent Director) were unable to attend the meeting due to other business engagement;
  - (2) 5 out of the 5 incumbent supervisors of the Company attended the meeting. All supervisors attended the meeting;
  - (3) Mr. Yao Yongjia, the secretary to the Board, attended the meeting; all members of the senior management were also present at the meeting.

## (II) Resolutions by non-cumulative poll – special resolutions

1. Resolution: **to amend the articles of association of the Company.**

Results after consideration: not approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
H share	12,186,638	1.64	729,739,837	98.35	53,780	0.01

2. Resolution: **to amend the Rules of Procedure of Board of Directors Meetings of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
H share	741,980,255	100.00	0	0.00	0	0.00

3. **Resolution: to amend the Rules of Procedure of Supervisory Committee Meetings of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
H share	741,980,255	100.00	0	0.00	0	0.00

4. **Resolution: to amend the Rules of Procedure of Shareholders Meetings of the Company.**

Results after consideration: approved

Voting results:

Class of shareholders	Affirmative		Dissenting		Abstaining	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
H share	635,370,161	85.63	106,610,094	14.37	0	0.00

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

All the resolutions considered at the 2023 first H shareholders meeting were passed by way of poll based on the sum of on-site votes and internet votes. For resolutions above-mentioned, no shareholders who were entitled to attend the meeting, were require 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 meeting in the circular of the Company dated 19 May 2023.

Resolution 1 was a special resolution voted on by non-cumulative poll. As less than two-thirds of the total valid votes were cast in favour of such resolution by the shareholders attended the meeting or by proxies, the resolution was not passed.

Resolutions 2 to 4 were special resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over two-thirds of the total valid votes were cast in favour of such resolutions by the shareholders attended the meeting or by proxies.

KPMG HUAZHEN LLP was the scrutineer for the vote-taking of the resolutions at the shareholders meeting.

## **V. ATTESTATION BY LAWYER**

1. The shareholders meetings were attested by: Dentons, Nanjing
2. Lawyers: Dong Wanquan, Bao Jing
3. Concluding opinions from the lawyers for the attestation:

The convening and convening procedures, qualification of conveners, qualifications of attendees, voting procedures and voting results of the general meetings 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 voting procedures and voting results of the general meetings are lawful and valid.

## **VI. DOCUMENTS PUBLISHED ONLINE**

The legal opinion signed by the person-in-charge of the attesting law firm and with the official seal of the said law firm affixed thereto.

## **VII. DOCUMENTS AVAILABLE FOR INSPECTION**

Resolutions of the general meetings as signed and confirmed by the Directors present at the meetings and the recorder of the meetings with a seal of the Board affixed thereto.

## VIII. MATTERS CONCERNING 2022 FINAL DIVIDENDS DISTRIBUTION PROPOSAL

Apart from the above resolutions passed at the AGM, the Company would like to explain its 2022 final dividends distribution proposal as follows:

- (1) The resolution to distribute a final dividend of RMB0.46 per share (tax inclusive) for the year ended 31 December 2022 to all shareholders of the Company as proposed by the Board of the Company was passed at the AGM. As regards the method of distribution of the final dividends, the Board of the Company hereby announces that:

Pursuant to the Company's Articles of Association, dividends payable to holders of H shares of the Company are required to be denominated in RMB and paid in HK\$, which shall be calculated in accordance with the following conversion formula:

$$\text{Amount of dividend in HK\$} = \frac{\text{Amount of dividend in RMB}}{\text{The average closing exchange rate of RMB to HK\$ as quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend}}$$

For the purpose of the distribution of this final dividend, the date of declaration is 20 June 2023. The average closing exchange rate of RMB to HK\$ quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend was HK\$100: RMB91.2278. Accordingly, the final dividend for H shares of the Company would be HK\$0.5042 per share. The record date of the H shares of the Company for the final dividend for the year ended 31 December 2022 shall be 3 July 2023. The register of members of H shares of the Company will be closed from 28 June 2023 to 3 July 2023 (both days inclusive), during which no transfer of H shares of the Company will be effected. Holders of H shares of the Company who wish to be entitled to receive final dividend for the year ended 31 December 2022 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 27 June 2023.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (the “Receiving Agent”), to receive on behalf of the holders of H shares all dividends declared in respect of H shares of the Company. The Receiving Agent is a trust company registered under the Trustee Ordinance of Hong Kong. Cheques for the H share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to holders of H shares of the Company, at their own risks, on or before 26 July 2023 (i.e. the date of distribution of dividends on H shares of the Company).

- (2) Pursuant to the Law of the People’s Republic of China on Enterprise Income Tax and the relevant implementing rules (the “EIT Law”) which came into effect on 1 January 2008, the Company is required to withhold and pay the enterprise income tax at a tax rate of 10% on behalf of the Company’s H share non-resident enterprise shareholders (as defined under the EIT Law, including HKSCC (Nominees) Limited, other corporate nominees or trustees, or other organizations or entities) when distributing dividends.

As stipulated in the “Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders which are Overseas Non-resident Enterprises” (Guo Shui Han [2008] No. 897), when Chinese resident enterprises distribute dividends to their H shareholders who are overseas non-resident enterprises, the enterprise income tax shall be withheld at a uniform rate of 10%. After receiving dividends, non-resident enterprises may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by a person who has tax withholding or payment obligation and provide information to prove that it is an actual beneficiary under the requirement of taxation treaties (arrangement). After the relevant tax authorities have verified that there is no error, it shall refund tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the taxation treaties (arrangement).

Pursuant to the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets” (Cai Shui [2014] No.81) 《(關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets” (Cai Shui [2016] No.127) 《(關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends derived by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H share companies shall withhold individual income tax at a tax rate of 20% for the investors.



For domestic securities investment funds that invest in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. For domestic enterprise investors that invest in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H share companies will not withhold enterprise income tax in the distribution of dividends on their behalves, and the domestic enterprise investors shall report and pay the relevant taxes payable themselves. Any dividend received in respect of H shares which have been continuously held by a domestic enterprise investor for 12 months shall be exempted from enterprise income tax.

The Company will withhold and arrange for the payment of the withholding tax on behalf of the individual H shareholders pursuant to relevant laws and regulations. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H shareholders or any disputes over the withholding mechanism or arrangements.

H shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H shares of the Company.

- (3) An announcement on the distribution of dividends on domestic A shares will be published separately.

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

Nanjing, the PRC, 21 June 2023

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

*Chen Yunjiang, Xu Haibei, 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*