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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 2024 FIRST EXTRAORDINARY GENERAL MEETING

Important Notice:

- Date of the EGM: 18 April 2024
- Online voting for the EGM: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings.

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary annual general meeting (the “**EGM**”) of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company will be held on Thursday, 18 April 2024 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: 2024 First EGM
- (2) Convener: the Board
- (3) Voting method: voting on site and online voting (for holders of A shares of the Company)

(4) Date, time and venue for on-site voting

- Date and time: 18 April 2024 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 18 April 2024 to 18 April 2024

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[#], 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 “Self- Regulating Meeting Guidelines No. 1 for Companies Listed on the Shanghai Stock Exchange – Operating Standards”.

(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 EGM

Resolutions by non-cumulative poll

The following resolutions shall be considered by way of an ordinary resolution:

1. To approve the acquisition of 65% equity interest of 江蘇蘇錫常南部高速公路有限公司 (Jiangsu Suxichang South Expressway Company Limited) (the “**Target Company**”) from 江蘇交通控股有限公司 (Jiangsu Communications Holding Limited) (“**Jiangsu Communications Holding**”) (the “**Acquisition**”*) and to authorise the Board of Directors of the Company or such person(s) as authorised by the Board of Directors of the Company to take such action and to do such acts as necessary and appropriate (including the execution of such necessary and appropriate document(s)) for the implementation of the Acquisition.

* *On 26 January 2024, the Company (as the purchaser and transferee) entered into the Equity Transfer Agreement with Jiangsu Communications Holding (as the vendor and transferor) and the Target Company in respect of the Acquisition. On 1 March 2024, the Company, Jiangsu Communications Holding and the Target Company entered into the Supplemental Agreement to amend the payment terms of the Equity Transfer Agreement and set out the terms of the performance compensation undertakings.*

For A Shareholders, please refer to the announcements of the Company dated 29 January 2024 and 2 March 2024 for details of the Equity Transfer Agreement and the Supplemental Agreement, and the Acquisition.

For H Shareholders, please refer to the circular of the Company dated 6 March 2024 for details of the Equity Transfer Agreement and the Supplement Agreement, and the Acquisition.

2. To approve the amendments to the Working Rules of the Independent Directors (the “**Amendments to the Working Rules of the Independent Directors**”).

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

3. To approve the amendments to the Company's Articles of Association (the "**Amendments to the Articles of Association**").
4. To approve the amendments to the Company's Rules of Procedure for Shareholders Meetings (the "**Amendments to the Rules of Procedure for Shareholders Meetings**").
5. to approve the amendments to the Company's Rules of Procedure for the Board Meetings (the "**Amendments to the Rules of Procedure for Board Meetings**").

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) 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 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 10 April 2024 (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 10 April 2024 are entitled to attend the EGM after complying with 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 Company.

Class of shares	Stock Code	Stock Short Name	Record Date
A Shares	600377	寧滬高速	10 April 2024

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 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 Wednesday, 10 April 2024, and shareholders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on Wednesday, 10 April 2024 are entitled to attend and vote at the EGM, provided that such shareholders shall complete and **delivered the confirmation slip to the Company no later than Monday, 15 April 2024**. Further details are set out in the confirmation slip.

2. Registration of transfers of H shares will be suspended by the Company from 19 March 2024 to 18 April 2024 (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 Monday, 18 March 2024.**
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 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, 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 Wednesday, 17 April 2024 (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. 301815 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 First 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 with the circular of the Company dated 6 March 2024.

By Order of the Board
Yao Yongjia
Company Secretary

Nanjing, the PRC, 6 March 2024

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*