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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 2024 FIRST EXTRAORDINARY GENERAL MEETING**

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 2024 first extraordinary general meeting dated 6 March 2024.

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: none

I. CONVENING AND ATTENDANCE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

(I) Date of the EGM: 18 April 2024

(II) Venue of the EGM: 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	17
	Including: the number of A shareholders	15
	the number of H shareholders	2
2.	The total number of shares carrying voting rights held by shareholders attending the meeting (<i>shares</i>)	4,056,265,498
	Including: the total number of shares held by A shareholders	3,385,555,628
	the total number of shares held by H shareholders	670,709,870
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 (<i>%</i>)	80.52
	Including: the number of shares held by A shareholders as a percentage of the total number of shares (<i>%</i>)	67.21
	the number of shares held by H shareholders as a percentage of the total number of shares (<i>%</i>)	13.31

(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 EGM were in compliance with the requirements under the Company Law and the Articles of Association, Mr. Chen Yunjiang, the Chairman of the Board, presided as the chairman of the EGM.

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

1. 13 out of the 13 incumbent Directors of the Company attended the meeting. All Directors attended the meeting;
2. 5 out of the 5 incumbent supervisors of the Company attended the meeting. All supervisors attended the meeting;
3. Ms. Chen Jinjia, 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 2024 FIRST EXTRAORDINARY GENERAL MEETING RESOLUTIONS

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

1. Resolution: to approve 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.

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	642,974,203	48.94	2,400	0.00	200	0.00
H share	661,587,870	50.36	8,872,000	0.68	250,000	0.02
The total number of ordinary shares:	1,304,562,073	99.31	8,874,400	0.68	250,200	0.02

2. **Resolution: to approve Amendments to the Working Rules of the Independent Directors.**

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	3,371,530,628	83.12	2,400	0.00	14,022,600	0.35
H share	667,857,870	16.47	2,500,000	0.06	250,000	0.01
The total number of ordinary shares:	4,039,388,498	99.59	2,502,400	0.06	14,272,600	0.35

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

3. **Resolution: to approve Amendments to the Articles of Association.**

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	3,345,978,572	82.49	25,554,456	0.63	14,022,600	0.35
H share	203,135,042	5.01	466,249,048	11.49	1,223,780	0.03
The total number of ordinary shares:	3,549,113,614	87.50	491,803,504	12.12	15,246,380	0.38

4. **Resolution: to approve Amendments to the Rules of Procedure for Shareholders Meetings.**

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	3,371,529,128	83.12	3,900	0.00	14,022,600	0.35
H share	667,857,870	16.47	2,500,000	0.06	250,000	0.01
The total number of ordinary shares:	4,039,386,998	99.59	2,503,900	0.06	14,272,600	0.35

5. **Resolution: to Amendments to the Rules of Procedure for Board Meetings.**

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	3,371,529,128	83.12	3,900	0.00	14,022,600	0.35
H share	667,857,870	16.47	2,500,000	0.06	250,000	0.01
The total number of ordinary shares:	4,039,386,998	99.59	2,503,900	0.06	14,272,600	0.35

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

Resolution No.	Resolution	Affirmative		Dissenting		Abstaining	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
1.	to approve 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	53,915,126	99.9951	2,400	0.0044	200	0.0005
2.	to approve Amendments to the Working Rules of the Independent Directors	39,892,726	73.9881	2,400	0.0044	14,022,600	26.0075
3.	to approve the Amendments to the Articles of Association	14,340,670	26.5973	25,554,456	47.3952	14,022,600	26.0075
4.	to approve the Amendments to the Rules of Procedure for Shareholders Meetings	39,891,226	73.9853	3,900	0.0072	14,022,600	26.0075
5.	to approve the Amendments to the Rules of Procedure for Board Meetings	39,891,226	73.9853	3,900	0.0072	14,022,600	26.0075

Note: Only one holder of foreign shares listed overseas voted, its shareholding is more than 5%. The above shareholders holding less than 5% shares are all holders of A Shares.

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

All the resolutions considered at the EGM 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 EGM, 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 EGM in the circular of the Company dated 6 March 2024.

Resolutions 1 and 2 were ordinary resolutions voted on by non-cumulative poll. All these resolutions were duly passed as over half of the votes were cast in favour of such resolutions.

Resolution 1 was an ordinary resolution voted on by non-cumulative vote 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 one-half of the votes were cast in favour of the resolution.

Resolutions 3 to 5 were special resolutions voted by non-cumulative poll. All these resolutions were duly passed as over two-thirds of the votes cast in favour of the resolutions.

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

III. ATTESTATION BY LAWYER

1. The EGM was attested by: Dentons, Nanjing
2. Lawyers: Ren Tianlin, Wan Li
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 2024 first extraordinary general meeting of the Company complies 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 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.

V. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions of the 2024 first extraordinary general meeting 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.

By Order of the Board
Yao Yongjia
Company Secretary

Nanjing, the PRC, 19 April 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*

English names set out herein are for identification purpose only.