

Jiangsu Expressway Company Limited

Independent Directors Working Rules

(Approved by shareholders' general meeting on 18 April, 2024)

Independent Directors Working Rules

Contents

Chapter 1 General Provisions

Chapter 2 Independent director

Chapter 3 Conditions for appointment of an independent director

Chapter 4 Nomination, election and replacement of an independent director

Chapter 5 Functions and powers of an independent director

Chapter 6 Mode of Performance of Independent Director

Chapter 7 Safeguarding the performance of duties of an independent director

Chapter 8 Supplemental Provisions

English translation of the proposed By-laws in respect of duties of independent director

1 General Provisions

1.1 In order to further improve the corporate governance structure of the Company and to promote the standardized operation of the Company, in accordance with “The Company Law of the People’s Republic of China”(“the Company Law”), “The Securities Law of the People’s Republic of China” (the “Securities Law”), “The Opinions of the General Office of the State Council on Reforming the Independent Director System of Listed Companies”, “The Measures for the Administration of Independent Directors of Listed Companies” (t h e “Measures for Independent Directors”), “the Rules Governing the Listing of Stocks on Shanghai Stock Exchange”, the Articles of Association (“Articles of Association”) of Jiangsu Expressway Company Limited (“the Company”), and with reference to the other relevant laws and regulations, the Company formulates the working rules of the independent director of the Company (“these Rules”).

2 Independent director

2.1 The Company sets up a system of independent directors in accordance with law. Of the members of the Board, five (5) shall be independent directors, accounting for one third of all members of the Board. At least one of the independent directors shall be an accounting professional.

The board of directors of the Company shall establish the Audit Committee. The members of the Audit Committee shall be directors who do not serve as senior management of the Company, a majority of whom shall be independent directors, and the accounting professional among the independent directors shall serve as the convener.

The board of directors of the Company shall establish the Nomination Committee, the Remuneration and Appraisal Committee, the Strategic Committee and such other committees. Independent directors shall constitute a majority of the Nomination Committee and the Remuneration and Appraisal Committee, an independent director who shall serve as the convener.

An independent director of the Company refers to a director who shall not hold any positions in the Company other than the position of director, and shall not have any relationship of direct or indirect interest with the Company, its major shareholders and de facto controller, or relationship that is likely to impede and affect his/her independent and objective judgment.

An independent director shall perform his/her duties independently and free from the influence of the Company's substantial shareholders, de facto controller and other entities or individuals.

2.2 An independent director owes duties of loyalty and diligence to the Company and all shareholders shall comply with the relevant laws and administrative regulations, the requirements of the China Securities Regulatory Commission (the “CSRC”), the rules of the stock exchanges and the requirements of the Articles of Association of the Company, shall conscientiously carry out their duties, play a role in participating in decision-making, providing supervision and check-and-balance as well as professional advice to the board of directors and safeguarding the overall interests of the Company, and protecting the legitimate interests of minor shareholders.

2.3 An independent director shall in principle be allowed to serve concurrently as independent director for a maximum of three (3) listed companies, and shall ensure that he/she has sufficient time and energy to effectively carry out his/her duties as an independent director.

3 Conditions for appointment of an independent director

3.1 An independent director shall meet the following conditions:

- 3.1.1 to have the qualifications to hold office as a director of the Company according to the relevant requirements of laws and administrative regulations;
- 3.1.2 to meet the independence requirements stipulated under Article 3.2 of these Rules;
- 3.1.3 to have basic knowledge of the Company's operation, to be familiar with the relevant laws, regulations, and rules;
- 3.1.4 to have more than five years' work experience, in the fields of laws, accounting or economics, etc. required to perform the duties of an independent director;
- 3.1.5 to possess good personal integrity and have no records of major breach of trust or other negative records;
- 3.1.6 to have fulfilled other conditions required by laws, administrative regulations, the requirements of the CSRC, the rules of the stock exchanges and the Articles of Association of the Company.

3.2 An independent director shall maintain his independence. None of the following persons may serve as an independent director:

- 3.2.1 persons working in the Company or its subsidiary and their spouses, parents, children and near relatives (near relatives are siblings, siblings' spouses, spouse's parents, spouse's siblings, children's spouses, parents of children's spouses, etc.);
- 3.2.2 persons who directly or indirectly hold 1% or above of the issued share capital of the Company or who are natural person shareholders amongst the top ten shareholders of the Company or their spouses, parents, children;
- 3.2.3 persons working in a shareholder's unit which holds 5% or above of the issued share capital of the Company or in the units of the top five shareholders of the company or their spouses, parents and children;
- 3.2.4 persons working in the affiliates of the Company's controlling shareholders or de facto controllers and their spouses, parents and children;
- 3.2.5 persons having material business dealings with the Company and its controlling shareholders, de facto controllers or their respective affiliates, or persons working in entities that have material business dealings with the Company, and their controlling shareholders or de facto controllers;
- 3.2.6 persons providing financial, legal, consulting, sponsorship and other services for the company, its controlling shareholders, de facto controllers, or their respective affiliates, including but not limited to all the members of the project teams, the reviewing officers at all levels, the signatory(ies) of the reports, the partners, directors, senior management and the persons in charge of the intermediary(ies) providing the services;

3.2.7 persons falling under the conditions mentioned in Articles 3.2.1-3.2.6 during in the latest twelve (12) months;

3.2.8 persons who are deemed as not independent under laws, administrative regulations, the requirements of the CSRC, the rules of the stock exchanges and the Articles of Association of the Company;

"material business dealings" mentioned in the preceding paragraphs refer to matters that need to be submitted to the general meeting for consideration in accordance with the provisions of the rules governing the listing of securities and the Articles of Association; "working" refers to acting as directors, supervisors, senior management, and other staff.

Affiliates of the Company's controlling shareholders and de facto controllers as set out in Articles 3.2.4 to 3.2.6 of the preceding paragraphs (Affiliates refer to enterprises that are directly or indirectly controlled by the relevant entities), exclude enterprises that are controlled by the same state-owned asset management entity as the Company and do not constitute a related party relationship with the Company under the relevant provisions.

The independent directors shall conduct an annual self-examination of their independence and submit such examination results to the board of directors. The board of directors shall evaluate the independence of the existing independent directors annually and issue a special opinion, and disclose the same in the annual report.

4 Nomination, election and replacement of an independent director

4.1 The Board of the Company, the Supervisory Committee, shareholders jointly or severally holding 1% or above of the issued share capital of the Company may nominate candidate for the office of an independent director. Election shall be made in a shareholders' general meeting.

Investor protection institutions established in accordance with laws may publicly request the shareholders to entrust it to exercise the right to nominate independent directors on their behalf.

The nominator specified in clause 1 shall not nominate any person in whom he or she has an interest or any other closely related person who may affect the independent performance of duties as a candidate for an independent director.

4.2 Nominator of an independent director shall obtain consent from the parties being nominated before nomination. The nominator shall have a thorough understanding of the profession, academic qualifications, title, career history and all part-time positions of the parties being nominated, and that whether the parties being nominated have any major records of breach of trust or other negative records, and shall express opinions regarding the independence and other conditions of such parties as an independent director. Parties being nominated shall declare to the public their independence and other conditions as an independent directors. Before the convening of the shareholders' general meeting for the election of an independent director, the Board of the Company shall announce the above contents according to regulations.

4.3 The Nomination Committee of the Company shall examine the qualifications of the persons being nominated for the offices and form a clear opinion based on the examination.

The Company shall, before the convention of the shareholders' general meeting for the election of an independent director, disclose relevant contents in accordance with Article

4.2 of these Rules and the preceding Articles, submit the relevant materials on all the candidates for independent directors to the stock exchange, all the relevant materials submitted shall be true, accurate and complete.

If the stock exchanges(s) raise(s) an objection, the Company shall disclose the same in a timely manner, and the Company shall not submit it to the shareholders' general meeting for election. If it has been submitted to the shareholders' general meeting for consideration, the proposal shall be withdrawn.

4.4 A cumulative voting system shall be implemented for the election of more than two independent directors at the general meeting of the Company.

The votes of minority shareholders shall be counted and disclosed separately.

4.5 The term of office of an independent director shall be the same as that of other directors, renewable on re-election, provided that the renewed term shall not be more than six (6) years.

A person who has served as an independent director of the Company for six consecutive years shall not be nominated as a candidate for the office of independent director of the Company within 36 months from the date of such fact.

4.6 Before the expiration of the term of office of an independent director, the Company may terminate his/her office in accordance with legal procedures. In case of early dismissal of an independent director, the Company shall disclose the specific reasons and basis therefor in a timely manner. If the independent director has raised any objections, the Company shall disclose them in a timely manner.

4.7 If an independent director fails to comply with the provisions of Article 3.1.1 and Article 3.1.2 of these Rules, he/she shall immediately cease to perform his/her duties and resign from his/her position. If no resignation is tendered, the board of directors shall, as soon as it knows or ought to have known of the occurrence of such fact, remove him/her from office in accordance with the regulations.

4.8 In the event that resignation or dismissal of an independent director as a result of circumstances breaching the provisions of the preceding Article, resulting in the proportion of independent directors on the board of directors or its special committees not complying with the provisions of these Rules or the Articles of Association, or if there is a lack of accounting professional among the independent directors, the Company shall complete the by-election of such independent director within sixty days from the date of the occurrence of the aforesaid fact.

4.9 An independent director may resign before expiry of his term. An independent director shall submit a written resignation report to the Board stating any circumstances relating to his resignation or circumstances he considers as necessary to bring to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for and concerns of the resignation of the independent director. If the number of independent directors of the Company will fail to meet the requirement of these Rules or the Articles of Association to the resignation of such independent director, or if there is a lack of accounting professionals among the independent directors due to resignation of such independent director, the independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The Company shall complete the by-election of an independent director within sixty days from the date of such resignation..

5 Functions and powers of an independent director

5.1 An independent director shall perform the following duties:

- 5.1.1 to participate in the decision making of the board of directors and express clear opinions on matters discussed;
- 5.1.2 to supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management as set out in Article 6.5, Article 6.8, Article 6.9, and Article 6.10 of these Rules to ensure that the decisions of the board of directors are in line with the interests of the Company as a whole, and to protect the legitimate rights and interests of minority shareholders;
- 5.1.3 to provide professional and objective advice on the operation and development of the Company and promote the enhancement of the decision-making level of the board of directors;
- 5.1.4 other duties as stipulated by laws, administrative regulations, CSRC regulations, and the Articles.

5.2 An independent director shall exercise the following special powers:

- 5.2.1 to independently engage intermediaries to audit, consult, or verify specific matters of the Company;
- 5.2.2 to propose for the convening of extraordinary general meetings to the board of directors;
- 5.2.3 to propose for the convening of board meetings;
- 5.2.4 to to publicly solicit shareholders' rights from shareholders in accordance with the law;
- 5.2.5 to express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;
- 5.2.6 other powers as stipulated by laws, administrative regulations, CSRC regulations, and the Articles.

In the event that an independent director exercises any of the powers listed in the first item to the third item of the preceding paragraph, the exercise of such powers shall be subject to the approval of a majority of all independent directors.

The Company shall disclose in a timely manner if an independent director exercises the powers listed in item (1). If the aforementioned powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.

6 Mode of Performance of Independent Director

6.1 Prior to the convening of a board meeting, the independent directors may communicate with the secretary to the board to enquire about the matters to be considered, request for supplementary materials, and offer opinions and suggestions. The board of directors and relevant officers shall carefully study the questions, requests, and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of amendments to proposals and other matters.

- 6.2 Independent directors shall attend meetings of the board of directors in person. If the independent directors are unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint other independent directors in writing to attend the meeting on his/her behalf. If an independent director fails to attend the board meeting in person for two consecutive times and does not entrust other independent directors to attend on his/her behalf, the board of directors shall propose to convene a general meeting within thirty days from the date of occurrence of such fact to remove such independent director from his office.
- 6.3 If an independent director votes against or abstains from voting on a proposal of the board of directors, he/she shall state the specific reasons and grounds, the legal compliance of the matters involved in the proposal, the possible risks, and the impact on the rights and interests of the Company and the minority shareholders. The Company shall disclose the dissenting opinions of the independent directors at the same time as the disclosure of the board resolutions, which shall be specified in the board resolutions and the meeting minutes.
- 6.4 Independent directors shall pay continuous attention to the implementation of board resolutions relating to the matters set out in Article 6.5, Article 6.8, Article 6.9, and Article 6.10 of these Rules, and shall report to the board of directors in a timely manner and may request the Company to make a written explanation if they find that there is any violation of laws, administrative regulations, CSRC regulations, the rules of the stock exchanges and the provisions of the Articles of Association or any violation of the resolutions of the general meetings and the board of directors. Where disclosure matters are involved, the Company shall disclose them in a timely manner. If the Company fails to give an explanation or make timely disclosure in accordance with the provisions of the preceding paragraph, the independent directors may report to the CSRC and stock exchange(s).
- 6.5 The following matters shall be submitted to the board of directors for consideration after being approved by the majority of all independent directors of the Company:
- 6.5.1 related party transactions that are discloseable;
 - 6.5.2 changes in or waivers of commitments by the Company and related parties;
 - 6.5.3 decisions made and measures taken by the board of directors of the acquired company in relation to the acquisition;
 - 6.5.4 other matter as prescribed by laws, administrative regulations, CSRC regulations and the Articles.
- 6.6 The Company shall hold meetings attended by the independent directors only ("Special Meetings of Independent Directors") on a regular or irregular basis.
- 6.6.1 Items (1) to (3) of Clause 1 of Article 5.2 of these Rules: to independently appoint intermediary organizations to conduct audits, consultations or verifications on specific matters of the Company; to propose to the Board the convening of an extraordinary general meeting; to propose to the Board the convening of a Board meeting; and the matters set out in Article 6.5, which shall be considered by the special meetings of independent directors. The special meeting of independent directors may study and discuss other matters of the listed company as required.
 - 6.6.2 Special meetings of independent directors shall be convened and presided over by an independent director jointly elected by the majority of the independent directors; the term of office of the convenor is the same as the term of office of the

independent directors; if the convenor fails or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.

6.6.3 The notice of meeting and materials shall be dispatched to each independent director within three working days prior to the special meeting of independent directors, which may be held by on-site and video modes.

6.6.4 Minutes of the special meeting of independent directors shall be made in accordance with regulations, and the opinions of independent directors shall be stated in the minutes. Independent directors shall sign and confirm the minutes.

6.7 The independent directors shall perform their duties in the special committees of the Board of the Company in accordance with laws, administrative regulations, the regulations of the CSRC, the rules of the stock exchanges, and the Articles of Association. The independent Directors shall attend the meetings of the special committees in person, and if they are unable to attend the meetings in person for any reason, they shall review the materials of the meetings in advance, form a clear opinion, and entrust other independent directors in writing to attend the meetings on their behalf. If an independent director is concerned about a material matter of the Company within the scope of the duties of the special committees in the performance of his or her duties, he/she may bring the matter to the special committees for discussion and consideration in a timely manner, in accordance with the procedures. The Company shall, in accordance with the provisions of these Rules, make provisions in the Articles of Association of the Company regarding the composition and duties of the special committees and formulate the working procedures of the special committees, specifying the composition of the special committees, their term of office, scope of duties, rules of procedure, preservation of files and other relevant matters. Where the relevant competent department of the State Council makes other provisions on the convenor of the special committees, such provisions shall apply.

6.8 The Audit Committee of the board of directors of the Company is responsible for monitoring and auditing the Company's financial information and its disclosure, supervising and evaluating the internal and external financial reporting system, risk management and internal control, and the following matters shall be submitted to the board of directors for consideration upon the approval by a majority of the members of the Audit Committee:

6.8.1 disclosure of financial information in the financial accounting reports and periodic reports, and the internal control evaluation reports;

6.8.2 engagement or dismissal of the accounting firm that undertakes the business of auditing of the listed company;

6.8.3 appointment or dismissal of the accounting firm that undertakes the business of auditing of the listed company;

6.8.4 changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;

6.8.5 other matters stipulated by laws, administrative regulations, requirements of the CSRC, the listing rules and the Articles of Association. The Audit Committee meets at least once a quarter, and may convene an extraordinary meeting upon the proposal of two or more members, or when the convenor deems necessary. The quorum of the meetings of the Audit Committee shall be at least two-thirds of the members.

6.9 The Nomination Committee of the board of directors of the Company is responsible for drawing up criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board in respect of the following matters:

6.9.1 nomination or removal of directors;

6.9.2 appointment or dismissal of senior management;

6.9.3 other matters stipulated by laws, administrative regulations, requirements of the CSRC and the Articles of Association.

If the board of directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.

6.10 The Remuneration and Appraisal Committee of the board of directors of the Company is responsible for formulating standards for and conducting assessment on directors and senior management, formulating and reviewing remuneration policies and plans for directors and senior management, and making recommendations to the Board on the following matters:

6.10.1 remuneration of directors and senior management;

6.10.2 to formulate or change equity incentive plans and employee stock ownership plans, and to ensure that incentive objects are granted rights and the conditions for exercising their rights are met;

6.10.3 to arrange for directors and senior management shareholding plans for proposed subsidiary spin-off;

6.10.4 other matters stipulated in laws, administrative regulations, requirements of the CSRC and the Articles of Association of the Company.

If the board of directors does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.

6.11 Independent directors shall spend no less than 15 days per year for on-site work in the Company. In addition to attending general meetings, meetings of the board of directors and its special committees, and the special meetings of independent directors as required, the independent directors may perform their duties by various means.

6.11.1 Obtaining information on the operations of listed company on a regular basis, and preparing information handover records;

6.11.2 Listening to reports from the management, and recording meeting minutes;

6.11.3 Communicating with intermediaries, such as the head of the internal auditor and the accounting firm that undertakes the audit services of the Company, and recording meeting minutes;

6.11.4 Conducting on-site inspections, and recording inspection reports;

6.11.5 Communicating with the minority shareholders, and recording the communication.

6.12 The board of directors of the Company and its special committees and the special meeting of independent directors shall prepare the meeting minutes in accordance with regulations, and the opinions of independent directors shall be set out therein. The independent directors shall sign and confirm the minutes.

Independent directors shall prepare work records, recording in detail the performance of their duties. Information obtained by independent directors in the course of performing their duties, minutes of relevant meetings, communications records with the Company and staff of intermediaries, etc., form an integral part of the work records. For important contents in the work records, independent directors may require the secretary to the board and other relevant personnel to sign and confirm, and the Company and relevant personnel shall cooperate accordingly.

The work records of the independent directors and the information provided by the Company to the independent directors shall be kept for at least ten years.

6.13 The Company shall improve the communication mechanism between the independent Directors and the minority shareholders, and independent Directors may verify the issues raised by the investors with the listed company in a timely manner.

6.14 Independent directors shall submit their annual work report at the annual general meeting of the Company to explain their performance of duties. The annual report on work shall include the following contents:

6.14.1 number of times, ways and votes of attending the meetings of the board of directors, and number of times attending the general meetings;

6.14.2 participation in the work of the special committees of the board of directors and the special meeting of independent directors;

6.14.3 consideration on the matters listed in Article 6.5, Article 6.8, Article 6.9 and Article 6.10 of these Rules and the execution of the special powers of independent directors listed in Article 5.2 of these Rules;

6.14.4 information on major matters, methods and results of communication with the internal auditor and the accounting firm that undertakes the Company's auditing service in respect of the Company's financial and business conditions;

6.14.5 communication with minority shareholders;

6.14.6 time, content and other matters of on-site work at the Company;

6.14.7 other circumstances in the performance of duties.

The annual work report of independent directors shall be disclosed no later than five working days when the Company gives notice of its annual general meeting.

The annual work report of independent directors shall be submitted to the Company no later than five working days before the Company issues notice of its annual general meeting.

The independent directors are required to perform their duties and report their work at the general meeting, respectively.

- 6.15 Independent directors shall continue to strengthen the study of securities laws, regulations and rules and continuously improve their ability to perform their duties.

7 Safeguarding the performance of duties of an independent director

- 7.1 The Company shall guarantee that the independent directors have the same right of knowledge as other directors.

To ensure the independent director exercises his/her powers and functions effectively, the Company shall report the Company's operation condition regularly to the independent directors, provide them with information, and set up or co-operate with them in carrying out field inspections and other work.

The Company may organize independent directors to participate in research and discussion before the board of directors considers major and complex matters, fully listen to the opinions of independent directors, and provide timely feedback to independent directors on the adoption of their opinions.

- 7.2 The Company shall provide necessary the independent directors with all necessary conditions and personnel support for performance of their duties, and designate the secretary to the board and personnel to assist the independent directors in the performance of their duties.

The secretary to the board shall ensure that there is a smooth flow of information between the independent directors and other directors, senior management and other relevant officers, and that the independent directors have access to adequate resources and necessary professional advice in the performance of their duties.

- 7.3 When the independent directors perform their duties and powers, the directors, senior management and other relevant personnel of the Company shall actively cooperate with them. They shall not refuse, obstruct, withhold relevant information or interfere with the independent performance of duties and powers by the independent directors.

Where an independent director encounters obstacle(s) in the exercise of his/her powers in accordance with the law, he/she may explain the situation to the board of directors, request the directors, senior management and other relevant officers to be to be co-operative, and record the specific circumstances and resolutions of the obstacle(s) in the work records; where he or she still fails to remove the obstruction, he/she may report to the CSRC and stock exchanges. Where the performance of duties by an independent director involves information required to be disclosed, the Company shall handle the disclosure in a timely manner; where the Company refuses to disclose, the independent director may directly apply for disclosure or report to the CSRC and stock exchange.

- 7.4 The Company shall issue notices of board meetings to independent directors in a timely manner, provide relevant meeting materials no later than the deadline for notification of board meetings stipulated in laws, administrative regulations, CSRC regulations or the Articles of Association, and provide independent directors with effective communication channels. If a special committee of the board of directors convenes a meeting, the Company shall, in principle, provide relevant materials and information no later than three days before the special committee meeting. The Company shall keep the abovementioned meeting materials for at least ten years.

When two or more independent directors consider that the meeting related materials are incomplete, evidence is insufficient or not provided in a timely manner, they may request

the board of directors to postpone the convention of meeting or postpone the discussion of the matter, in writing. The board of directors shall accept accordingly.

Meetings of the Board and special committees are held on-site as a rule. On the premise of ensuring that all participating Directors are able to fully communicate and express their opinions, the meeting may be held by video conference, telephone or other means in accordance with the procedures when necessary.

7.5 The cost of engagement of intermediary institution and other costs related to the performance of duties and powers by the independent directors shall be borne by the Company.

7.6 The Company shall pay allowance to the independent directors appropriate to the duties they undertake.. The standard of allowance shall be formulated in a plan by the Board. Such budget shall be examined and approved by the shareholders' meeting and disclosed in the annual report of the Company.

Apart from the above-mentioned allowance, the independent directors shall not obtain other benefits from the Company, its major shareholders or its interested organization and persons.

7.7 With approval of the shareholders in general meeting, the Company may establish a system of liability indemnity for the independent directors, so as to reduce the risks which may be incurred by the independent directors in the normal performance of duties and powers.

8 Supplementary Provisions

8.1 Any matters not covered by this system shall be handled in accordance with the provisions of the "Articles of Association" of the Company, "Measures for Independent Directors" and other relevant laws and regulations.

8.2 This system shall be implemented after being considered and approved by the shareholders in general meeting of the Company. This system shall be interpreted and amended by the Board of the Company.