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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 2016 ANNUAL GENERAL MEETING**

Important Notice:

- Date of the AGM: 22 June 2017
- Online voting for the AGM: Shanghai Stock Exchange Online Voting System for Shareholders' Meetings.

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Jiangsu Expressway Company Limited (the “**Company**”) convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2016 (the “**AGM**”) will be held on Thursday, 22 June 2017 at 3:00 p.m. at the Conference Room of the Company at 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China. Please note the following:

**I. INFORMATION OF THE AGM**

- (1) Session: 2016 AGM
- (2) Convener: the Board
- (3) Voting method: voting on site and online voting (for holders of A shares of the Company)

(4) Venue, date and time for on-site voting

- Date and time: 22 June 2017 at 3:00 p.m.
- Venue: Conference Room of the Company, 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 22 June 2017 to 22 June 2017

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 AGM, 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 AGM

(6) Margin trading, short selling and refinancing<sup>#</sup>, 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 the “Implementation Rules of Online Voting for Shareholders Meeting of Listed Companies” issued by the Shanghai Stock Exchange.

(7) Regarding solicitation of voting rights from shareholders

Not applicable

<sup>#</sup> 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 AGM

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

### Resolutions by non-cumulative poll

1. to approve the work report of the Board of the Company for the year ended 31 December 2016;
2. to approve the work report of the supervisory committee of the Company for the year ended 31 December 2016;
3. to approve the audit report of the Company for the year ended 31 December 2016;
4. to approve the final accounting report of the Company for 2016;
5. to approve the financial budget report of the Company for 2017;
6. to approve the final dividends distribution proposal of the Company for 2016:

In this financial year, the Company recorded a net profit attributable to the shareholders of the parent company of approximately RMB3.346 billion. It was proposed to distribute the final dividends of RMB0.42 (tax inclusive) per share in favour of the shareholders based on the total share capital of 5,037,747,500 shares, representing 63.23% of the net profit attributable to the parent company for this year. The Company did not implement conversion of surplus reserve into share capital in 2016.

7. to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditors for the year 2017 at a remuneration of RMB2,400,000 per year;
8. to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's internal control auditor for the year 2017 at a remuneration of RMB800,000 per year;
9. to approve the issuance of ultra-short-term notes of up to RMB5 billion by the Company; to authorise Mr. Gu Dejun, a Director, to deal with the subsequent matters such as the execution of contracts and approval of fund appropriation; and to issue such notes within one year starting from the date of the approval at the AGM;

10. to approve the Company's lending of up to RMB2 billion to Guangjing Xicheng Company from the funds raised by the issuance of ultra-short-term notes during the 3-year period commencing from the date of approval by shareholders at the AGM and carrying an interest at a rate equal to the prevailing interest rate of the ultra-short-term notes to be issued by the Company;

### **Resolutions by cumulative poll**

11. Resolution in relation to the election of Director:

11.01 to elect Mr. Yao Yongjia as an executive Director of the Company and to approve the signing of a service contract between the Company and Mr. Yao with a term commencing from the date of the AGM and expiring on the date of the annual general meeting to be convened for the year 2017; and

12. Resolution in relation to the election of Supervisor:

12.01 to elect Mr. Chen Zhongyang as a Supervisor of the Company and to approve the signing of an appointment letter between the Company and Mr. Chen with a term commencing from the date of the AGM and expiring on the date of the annual general meeting to be convened for the year 2017.

#### *Notes:*

- (1) Dates and mediums of disclosure of the resolutions

For details of the above resolutions, please refer to the announcement of the Fourteenth Meeting of the Eighth Session of the Board and the announcement of the Fifteenth Meeting of the Eighth Session of the Board and the announcement of the Eleventh Meeting of the Eighth Session of the Supervisory Committee published by the Company on 27 March 2017 and 29 April 2017, respectively. The announcements and information have been disclosed in China Securities Journal, Shanghai Securities News and the websites of the Company ([www.jsexpressway.com](http://www.jsexpressway.com)), the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

- (2) Special resolution: nil.
- (3) Resolution(s) with separate counting of votes from small and medium investors: 6, 7, 8 and 10
- (4) Resolution(s) which interested shareholder(s) will abstain from voting: 10

Name(s) of the interested shareholder(s) to abstain from voting: China Merchants Expressway Network & Technology Holdings Co., Ltd.

- (5) Resolution which holders of preference shares will vote on: not applicable.

### **III. MATTERS OF CONCERN FOR VOTING AT THE AGM**

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](http://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. In case the number of votes cast by a shareholder of the Company exceeds the number of votes that the shareholder is entitled to cast, or in case the number of votes cast outnumber the number of candidates to be elected in a competitive election, the votes for that particular resolution shall be deemed void.
4. 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.
5. Submission can only be made after the shareholder has voted on all the resolutions.
6. For cumulative poll in the election of Directors and Supervisors, please refer to Appendix II.

### **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 the 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 22 May 2017; and holders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 22 May 2017 are entitled to attend the AGM;
2. the proxy/proxies duly appointed by the said shareholders;
3. Directors, supervisors and senior management of the Company;
4. lawyers engaged by the Company; and
5. other persons: auditors of the Company and other persons invited by the Board.

## V. REGISTRATION FOR ATTENDING THE AGM

1. Shareholders of the Company who are registered with the Shanghai Branch of China Securities Depository & Clearing Corporation Limited or the 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 22 May 2017, and shareholders of H shares of the Company who are registered with Hong Kong Registrars Limited as at 4:30 p.m. on 22 May 2017 are entitled to attend and vote at the AGM, provided that such shareholders shall complete and return the confirmation slip to the Company before 1 June 2017. Further details are set out in the confirmation slip.
2. Registration of transfers of H shares will be suspended by the Company from 23 May 2017 to 22 June 2017 (both days inclusive). Shareholders of H shares who wish to be eligible to attend and vote at the AGM 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 22 May 2017.
3. A shareholder who has the right to attend and vote at the AGM 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 AGM. 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 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 AGM (being no later than 3:00 p.m. on 21 June 2017 (Hong Kong/Beijing time)).

## VI. MISCELLANEOUS

1. The AGM will last for half a day. Shareholders and their proxies attending the AGM 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. 301315 or (86) 25-8446 4303  
  
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 AGM shall be conducted in accordance with notice published on such date.
5. The form of proxy and confirmation slip for the AGM will be despatched to shareholders with the circular of the Company dated 5 May 2017.

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

Nanjing, the PRC, 5 May 2017

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

*Chang Qing, Gu Dejun, Du Wenyi, Wu Xinhua, Hu Yu, Ma Chung Lai, Lawrence, Zhang Erzhen\*, Zhang Zhuting\*, Chen Liang\*, Lin Hui\**

\* *Independent Non-executive Directors*