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江蘇寧滬高速公路股份有限公司  
**JIANGSU EXPRESSWAY COMPANY LIMITED**  
*(Incorporated in the People's Republic of China as a joint-stock limited company)*  
(Stock Code: 00177)

**NOTICE OF 2011 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 Second Extraordinary General Meeting (the “EGM”) of Jiangsu Expressway Company Limited (the “Company”) convened by the Board of Directors of the Company will be held on Wednesday, 9 November 2011 at 9:00 a.m. at the Conference Room of the Company at 6 Maqun Road, Nanjing, Jiangsu, the People’s Republic of China at which the Board of Directors of the Company proposed the following resolution for the shareholders consideration and approval, which will be passed by way of poll at the meeting. The Directors, the Supervisors, the senior management, the auditors and lawyers, etc. of the Company will attend the EGM.

**Ordinary Resolution**

“**THAT** the issue of not more than RMB2,000,000,000 non-public directed debt instrument for a maturity of not more than 3 years be and is hereby approved AND THAT Mr. Yang Gen Lin and Mr. Qian Yong Xiang, both being directors of the Company, be and are hereby authorized to deal with the matters related to the issue.”

For details of the above-mentioned resolution, please refer to the announcement of the Company dated 21 September 2011 in China Securities Journal, Shanghai Securities News, and the websites of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the Company ([www.jsexpressway.com](http://www.jsexpressway.com)).

In addition, in compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, H Shareholders will be informed of the details of the procedure of attending and registration for the EGM and notice of the EGM by way of separate circular. For details, please refer to the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkex.com.hk>) and the Company ([www.jsexpressway.com](http://www.jsexpressway.com)).

By order of the Board of Directors  
**Jiangsu Expressway Company Limited**

Nanjing, the PRC, 20 September 2011

*Notes:*

- (1) Persons who hold the H Shares of the Company and whose names appear on the register of members as at 10 October 2011 shall be entitled to attend the EGM.
- (2) **Registration of transfers of H shares will be suspended by the Company from 10 October 2011 to 9 November 2011 (both days inclusive).** Holders of H shares who wish to be eligible to attend 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 Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:00 p.m. on 7 October 2011. Holders of H shares who wish to attend the EGM shall complete and return to the Company prior to 20 October 2011 the confirmation slip attached to the notice of the Company dated 20 September 2011. Further details are set out in the confirmation slip and explanation thereto.
- (3) A shareholder who has the right to attend and vote at the EGM is entitled to appoint a proxy (whether or not a member) to attend and vote on his/her behalf. A shareholder (or his/her proxy) is entitled to cast one vote for each share he holds or represents. Notwithstanding completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM. Nevertheless, the appointment of the proxy will be deemed to have been revoked by the shareholder.
- (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 Secretary's Office not less than 24 hours before the time appointed for holding the EGM. The form of proxy for use at the EGM will be despatched to shareholders.
- (5) The EGM will last for half day. Shareholders attending the EGM will be responsible for their own accommodation and travelling expenses.
- (6) Address: Secretariat Office of Board of Directors, 6 Maqun Road, Nanjing, the PRC.  
Postal Code: 210049  
Tel: 8625-8436 2700 ext. 301835, 301836, 301837  
Fax: 8625-84466643, 8625-84207788
- (7) The resolution will be passed by way of poll.

*As at the date of this announcement, directors of the Company are:*

*Yang Gen Lin, Qian Yong Xiang, Zhang Yang, Chen Xiang Hui, Du Wen Yi, Cheng Chang Yung Tsung, Alice, Fang Hung, Kenneth, Fan Cong Lai\*, Chen Dong Hua\*, Xu Chang Xin\* and Gao Bo\**

*\* Independent Non-executive Directors*