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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 2012 FIRST EXTRAORDINARY GENERAL MEETING
AND BOOK CLOSURE PERIOD OF REGISTER OF
MEMBERS OF H SHARES AND RECORD DATE**

NOTICE IS HEREBY GIVEN that the 2012 First Extraordinary General Meeting (the “EGM”) of Jiangsu Expressway Company Limited (the “Company”) will be held on Monday, 10 September 2012 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:

SPECIAL RESOLUTION

1. to consider and approve the Company make following amendments to relevant clauses under Chapter XVIII of the Articles of Association of the Company:

- (1) The Article 18.2 shall be amended as follows:

“When the following conditions are satisfied, the Company may distribute the profits of current year, either in cash or in other forms:

- (i) the Company records profits for the current year;

(ii) deferred losses have been made up and carried forward;

(iii) allocation to the statutory reserve fund has been made in full according to the Articles of Association.

The Company shall not distribute dividends before it has made up for losses and made allocations to the statutory reserve fund and the statutory public welfare fund. The Company shall not pay any interest to shareholders in respect of dividends, except those dividends which are due and payable but not yet paid by the Company.”

(2) The Article 18.7 shall be amended as follows:

“Subject to the restrictions imposed by Articles 18.3, 18.4 and 18.6, annual dividends shall be distributed in proportion to the shareholding of each shareholder, within 6 months after the end of each financial year. The Company’s profit distribution plan shall be proposed and formulated by the Board by reference to the Articles of Association, profits achieved by the Company and the supply and need of funds. When considering specific plan for distribution of cash dividends, the Board shall study and identify the timing, conditions and minimum proportion, conditions for adjustment and requirements for decision-making procedures involved for implementing the distribution of cash dividends, etc. Independent directors shall explicitly express their independent opinions on the profit distribution plan. After being considered and approved by the Board, the profit distribution plan shall be proposed at the general meeting for shareholders’ consideration and approval and be implemented afterwards.

When convening a general meeting to consider a profit distribution plan, the Company shall provide sufficient access channels to encourage shareholders, especially minority shareholders, to attend and vote at the meeting. When the profit distribution plan is considered at the general meeting, the Company shall take the initiative to communicate and exchange views with shareholders, especially minority shareholders, giving due care to their interest and appeal and timely responding to their queries.

After the profit distribution plan has been resolved at the general meeting, the Board shall complete the dividend (or share) distribution within 2 months after the date of the general meeting.

When the Company has to, as required by its production and operation, investment plan and long-term development, adjust or change its profit distribution policy set out in the Articles of Association, and formulate or adjust its shareholders' return plan, for the purpose of protecting shareholders' interests, such adjustment or change shall be made after detailed consideration and discussions by the Board, for which the independent directors shall explicitly express their opinions. Relevant proposals shall be submitted to the general meeting and passed by more than two thirds of voting rights represented by the shareholders present at the meeting.

The supervisory committee of the Company shall supervise the implementation of the Company's profit distribution policy and shareholders' return plan by the Board, the adjustment to or change of Company's profit distribution plan by the Board, as well as the decision-making procedures of the Board and general meetings for profit distribution and its implementation."

By Order of the Board of Directors

Yao Yong Jia

Secretary to the Board of Directors

Nanjing, the PRC, 24 July 2012

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

Yang Gen Lin, Zhang Yang, Chen Xiang Hui, Du Wen Yi, Qian Yong Xiang, Cheng Chang Yung Tsung, Alice, Fang Hung, Kenneth, Zhang Erzhen, Chen Donghua*, Xu Chang Xin* and Gao Bo**

** Independent Non-executive Directors*

Notes:

- (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 10 August 2012, and shareholders holding the H Shares of the Company who are registered with the Hong Kong Registrars Limited as at 5:00 p.m. on 10 August 2012 are entitled to attend the EGM. Such shareholders shall complete and return the confirmation slip to the Company before 21 August 2012. Further details are set out in the confirmation slip and explanation thereto.

- (2) **Registration of transfers of H shares will be suspended by the Company from 11 August 2012 to 10 September 2012 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 10 August 2012.**
- (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. 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. Domestic shareholders (or his/her proxy) shall present his/her shareholder account number to attend the meeting. Corporate domestic shareholders shall present its shareholding confirmation if its shareholder account had not been changed yet.
- (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.
- (5) The EGM will last for half day. Shareholders attending the EGM will be responsible for their own accommodation and travelling expenses.
- Address: Secretariat Office of the Board, 6 Maqun Road, Nanjing
Postal Code: 210049
Tel: 025-84362700 ext. 301835, 301836, 301837
Fax: 025-84466643, 84207788
- (6) The form of proxy for use at the EGM will be despatched to holders of H Shares with the circular dated 24 July 2012.