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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

- (1) ELECTION OF DIRECTORS AND SUPERVISORS**
- (2) APPOINTMENT OF MEMBERS OF BOARD COMMITTEES**
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AND 8.17 OF THE LISTING RULES**

The board of directors and all directors of the Company 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.

ELECTION OF DIRECTORS AND SUPERVISORS

Reference is made to the announcement of the Resolutions of the Twenty-eighth Meeting of the Tenth Session of Board of the of Jiangsu Expressway Company Limited (the “**Company**”) dated 24 May 2024 (the “**Board Announcement**”), the announcement of the Resolutions of the Twenty-fifth Meeting of the Supervisory Committee dated 24 May 2024 (the “**Supervisory Committee Announcement**”) and the circular issued on 3 June 2024 (the “**Circular**”).

On 26 June 2024, Mr. Zhou Shudong and Mr. Liu Xiaoxing, who have served as independent non-executive directors of the Company for six years, Mr. Yu Mingyuan who intends to devote more time to his other commitments, along with Mr. Xu Haibei and Ms. Li Xiaoyan, who because of work changes, have retired from office upon the completion of the Tenth Session of the Board. Also due to work changes, Mr. Wan Liye has retired from office after the completion of the term of the tenth session of the Supervisory Committee. Each of the retiring Directors and Supervisor has confirmed that he/she has no disagreement with the Board and the Supervisory Committee of the Company, respectively and there are no matters that need to be brought to the attention of the shareholders of the Company.

On 26 June 2024, resolutions were passed at the 2023 Annual General Meeting of the Company to appoint Mr. Wang Feng and Mr. Zhang Xinyu as executive directors of the Company, Mr. Chen Yunjiang, Mr. Wang Yingjian, Mr. Zhou Hong, Mr. Wu Xinhua, Ms. Zhou Wei and Mr. Ma Chung Lai, Lawrence as non-executive directors of the Company; Mr. Xu Guanghua, Mr. Ge Yang, Mr. Gu Zhaoyang, Mr. Tan Shijun and Mr. Sun Lijun as independent non-executive directors of the Company; and Mr. Yang Shiwei, Ms. Zhou Lili and Mr. Pan Ye as supervisors of the Company. For details of the election results of the eleventh session of the Board and the eleventh session of the Supervisory Committee, please refer to the Announcement of the Resolutions of the 2023 Annual General Meeting of the Company dated 26 June 2024.

Please refer to Appendix I to the Circular for the personal information of each of the new Directors (i.e. Mr. Zhang Xinyu, Mr. Zhou Hong, Ms. Zhou Wei, Mr. Gu Zhaoyang, Mr. Tan Shijun, Mr. Sun Lijun) and the new Supervisor (i.e. Ms. Zhou Lili) (the “**New Directors and Supervisor**”).

Save as disclosed in the Circular, each of the New Directors and Supervisor has confirmed that he/she:

- is not related to any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or other member companies of the Group;
- does not have any interests in the Company within the meaning defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- has not held any other directorships or other major appointments and qualifications in any listed companies in the past three years;
- there is no other information required to be disclosed pursuant to Rule 13.51(2) (h)–13.51(2) (v) of the Listing Rules; and

- there are no other matters that need to be brought to the attention of shareholders of the Company.

In addition, each of the new independent non-executive directors (i.e. Mr. Gu Zhaoyang, Mr. Tan Shijun and Mr. Sun Lijun) has confirmed that he has satisfied the independence criteria set out in Rule 3.13 of the Listing Rules.

Each of the New Directors and Supervisor has attended an introduction session on the Group and has also received an one hour directors' training provided by the Company's legal advisers in Hong Kong on 26 June 2024, and each of the New Directors and Supervisor has confirmed that he/she understands all the requirements under the Listing Rules that are applicable to him/her as a director/supervisor of a listed company, as well as the possible consequences of making a false declaration or providing false information to the Stock Exchange.

APPOINTMENT OF MEMBERS OF BOARD COMMITTEES

Following the retirement of the aforesaid directors of the tenth session of the Board, at the first meeting of the eleventh session of the Board of the Company, it was approved that the composition of each committee of the eleventh session of the Board is as follows:

- Mr. Chen Yunjiang, Mr. Wang Yingjian, Mr. Wang Feng, Mr. Zhang Xinyu, Mr. Ma Chung Lai, Lawrence and Mr. Tan Shijun are appointed as members of the Strategy Committee of the eleventh session of the Board of the Company, with Mr. Chen Yunjiang acting as the convener of the Strategy Committee;
- Mr. Xu Guanghua, Ms. Zhou Wei, Mr. Gu Zhaoyang and Mr. Sun Lijun are appointed as members of the Audit Committee of the eleventh session of the Board of the Company, with Mr. Xu Guanghua acting as the convener of the Audit Committee;
- Mr. Sun Lijun, Mr. Zhou Hong, Mr. Wu Xinhua, Mr. Xu Guanghua and Mr. Ge Yang are appointed as members of the Nomination Committee of the eleventh session of the Board of the Company, with Mr. Sun Lijun acting as the convener of the Nomination Committee; and
- Mr. Ge Yang, Mr. Zhou Hong, Ms. Zhou Wei, Mr. Xu Guanghua and Mr. Tan Shijun are appointed as members of the Remuneration and Appraisal Committee of the eleventh session of the Board of the Company, with Mr Ge Yang acting as the convener of the Remuneration and Appraisal Committee.

APPOINTMENT OF JOINT COMPANY SECRETARIES AND WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES, APPOINTMENT OF AUTHORISED REPRESENTATIVE

Reference is made to the announcement dated 24 May 2024 of the Company in relation to the resignation of executive director and company secretary of the Company.

The Board of the Company announces that Ms. Chen Jinjia (“**Ms. Chen**”) and Ms. Cheung Bo Chun Janet (“**Ms. Cheung**”) have been appointed as the joint company secretaries (the “**Joint Company Secretaries**”, each a “**Joint Company Secretary**”) of the Company with effect from 26 June 2024. Ms. Chen has also been appointed as one the authorised representatives of the Company with effect from 26 June 2024.

The biographical details of Ms. Chen are set out as below:

Deputy General Manager, Secretary of the Board of Directors, Person-in-charge of Accounting Affairs, Member of the Party Committee, born in 1975, holder of a Master’s degree, Bachelor’s degree, is a member of the Communist Party of China, Certified Asset Appraiser, International Certified Internal Controller of the International Internal Control Association. Ms. Chen previously served as the deputy manager (person in charge) of the Operations and Management Department of Jiangsu Railway Development Co., Ltd., the deputy manager of the Securities Department (in charge of the work), the manager of the Securities Department, the manager of the Board Secretary Office, and the manager of the Comprehensive Management Department of Jiangsu Yunshan Clean Energy Investment Holding Co., Ltd., Deputy General Manager, Party Branch Member, and Labor Union Chairman. Ms. Chen has been engaged in business management for a long time and has rich experience in business management.

The biographical details of Ms. Cheung are set out as below:

Ms. Cheung, qualified as a solicitor in Hong Kong in 1995, has been a partner in the Reed Smith Richards Butler LLP (and its predecessors, Richards Butler and Reed Smith Richards Butler) since 2001 and has extensive experience in the area of corporate finance and compliance with the relevant Hong Kong listing regulatory requirements.

Although Ms. Chen, does not possess the qualification of company secretary as required under Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Ms. Chen has served as the Deputy General Manager of the Company since May 2023, the Person-in-charge of Accounting Affairs since August 2023 and up to the date of this announcement, and the Secretary of the Board of Directors since August 2023, the Company believes that the Company will fully comply with Rule 3.28 and Rule 8.17 of the Listing Rules and Code C6.1 of Appendix C1 of the Listing Rules requiring that the company secretary should be an employee of the issuer and should have knowledge of the day-to-day affairs of the issuer when Ms. Chen acquires the relevant experience required under Note 2 to Rule 3.28 of the Listing Rules. As a matter of fact, Ms. Chen has been performing the same duties as a company secretary of a listed company since her appointment as Secretary of the Board of Directors and the Company believes that with the appointment of Ms. Chen as one of the Joint Company Secretaries, she will rightfully assume the same duties as a company secretary.

The Company has been granted a waiver by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from strict compliance with the relevant company secretary qualification requirements under Rules 3.28 and 8.17 of the Listing Rules and in relation to Ms. Chen to act as the Joint Company Secretary (the “**Waiver**”) for a period of three years from the appointment of Ms. Chen as a Joint Company Secretary (the “**Waiver Period**”) on the conditions that (i) Ms. Chen should be assisted by Ms. Cheung, the other Joint Company Secretary, during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company. In addition, as required by the Stock Exchange, the Company should announce the reasons, details and conditions of the Waiver and the qualifications and experience of Ms. Chen and Ms. Cheung. Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Ms. Chen, having had the benefit of Ms. Cheung’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under the Listing Rules such that a further waiver will not be necessary.

By Order of the Board
Wang Feng
Executive Director

Nanjing, the PRC, 27 June 2024

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

Chen Yunjiang, Wang Yingjian, Zhou Hong, Wang Feng, Zhang Xinyu, Wu Xinhua, Zhou Wei, Ma Chung Lai, Lawrence, Xu Guanghua, Ge Yang*, Gu Zhaoyang*, Tan Shijun*, Sun Lijun**

* *Independent Non-executive Directors*