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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 OF THE RESOLUTIONS OF THE 2026 FIRST  
EXTRAORDINARY GENERAL MEETING**

This announcement is made pursuant to the disclosure requirement under Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Capitalised terms used herein shall have the same meanings as those defined in the Company's circular and notice of 2026 first extraordinary general meeting (the "EGM"), both dated 30 September 2026.

The Board and all Directors warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and jointly and severally accept legal responsibility for the truthfulness, accuracy and completeness of this announcement.

**IMPORTANT NOTICE:**

- Whether any of the proposed resolutions at the meeting was objected: none

**I. CONVENING AND ATTENDANCE OF THE 2026 FIRST EGM**

(I) Date of the EGM: 27 October 2026

(II) Venue of the EGM: the Company's conference room at 6 Xianlin Avenue, Nanjing, Jiangsu Province, the People's Republic of China

(III) Ordinary shareholders and preference shareholders with restored voting rights who attended the meeting and their shareholdings:

|    |                                                                                                                                                                                |               |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 1. | The number of shareholders attending in person or by proxy                                                                                                                     | 423           |
|    | Including: the number of A shareholders <sup>#</sup>                                                                                                                           | 422           |
|    | the number of H shareholders                                                                                                                                                   | 1             |
| 2. | The total number of shares carrying voting rights held by shareholders attending the meeting ( <i>shares</i> )                                                                 | 3,687,500,572 |
|    | Including: the total number of shares held by A shareholders <sup>#</sup>                                                                                                      | 3,371,258,310 |
|    | the total number of shares held by H shareholders                                                                                                                              | 316,242,262   |
| 3. | The number of shares carrying voting rights held by shareholders attending the meeting as a percentage of the total number of shares of the Company carrying voting rights (%) | 73.20         |
|    | Including: the number of shares held by A shareholders as a percentage of the total number of shares (%) <sup>#</sup>                                                          | 66.92         |
|    | the number of shares held by H shareholders as a percentage of the total number of shares (%)                                                                                  | 6.28          |

\* *The Company has issued a total of 3,815,747,500 A shares and 1,222,000,000 H shares.*

# *Jiangsu Communications Holding Co., Ltd., which directly holds 2,742,578,825 shares in the Company (representing 54.44% of the total voting shares), attended the meeting and, as a related/connected shareholder, abstained from voting on resolutions 1.01 and 1.02. Its associates did not attend the meeting in person or by proxy.*

(IV) Whether the voting procedures were in compliance with the requirements under the Company Law and the Articles of Association, the presiding of the meeting and other details.

The convening, holding and voting procedures of the EGM were in compliance with the requirements under the Company Law and the Articles of Association. Mr. Wang Feng, the Chairman, presided as the chairman of the EGM.

(V) Attendance of the Directors and secretary to the Board

1. 12 out of the 12 incumbent Directors attended the meeting. All independent Directors attended the meeting;
2. Ms. Chen Jinjia, the secretary to the Board, attended the meeting; Mr. Yang Dengsong, Mr. Yu Man and Mr. Zhu Yuanjun, members of the senior management, were unable to attend the meeting due to business engagements, and all other members of the senior management were present at the meeting.

## II. VOTING RESULTS OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING RESOLUTIONS

### (I) Resolutions by non-cumulative poll – ordinary resolutions

1. Resolution: **To approve the Resolution on the Acquisition of 100% Equity Interests in Jiangsu Suxichang South Expressway Co., Ltd. by the Company.**
  - 1.01 Resolution: **To approve the acquisition of 65%, 22.82% and 12.18% equity interests of Jiangsu Suxichang South Expressway Company Limited from Jiangsu Communications Holding Co., Ltd., Wuxi Transportation Industry Group Co., Ltd., and Changzhou Communications Holding Group Co., Ltd. respectively and to authorise the Board or such person(s) as authorised by the Board to take such action and to do such acts as necessary and appropriate (including the execution of such necessary and appropriate document(s)) for the implementation of the Acquisition.**

Results after consideration: approved

Voting results:

| Class of shareholders                | Affirmative     |                | Dissenting      |                | Abstaining      |                |
|--------------------------------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|
|                                      | Number of votes | Percentage (%) | Number of votes | Percentage (%) | Number of votes | Percentage (%) |
| A share                              | 628,348,965     | 66.50          | 145,020         | 0.02           | 185,500         | 0.02           |
| H share                              | 316,242,262     | 33.47          | 0               | 0.00           | 0               | 0.00           |
| The total number of ordinary shares: | 944,591,227     | 99.97          | 145,020         | 0.02           | 185,500         | 0.02           |

- 1.02 Resolution: **To approve the arrangement for assuming guarantee obligations: Jiangsu Communications Holding continues to bear the guarantee obligations it has assumed regarding the debts of Suxichang South Expressway Company. If such debts remain outstanding after 31 December 2026, then, subject to the creditors' consent, the Company shall assume the guarantee obligations of Jiangsu Communications Holding from 1 January 2027.**

Results after consideration: approved

Voting results:

| Class of shareholders                | Affirmative     |                | Dissenting      |                | Abstaining      |                |
|--------------------------------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|
|                                      | Number of votes | Percentage (%) | Number of votes | Percentage (%) | Number of votes | Percentage (%) |
| A share                              | 628,341,165     | 66.50          | 151,820         | 0.02           | 186,500         | 0.02           |
| H share                              | 316,242,262     | 33.47          | 0               | 0.00           | 0               | 0.00           |
| The total number of ordinary shares: | 944,583,427     | 99.96          | 151,820         | 0.02           | 186,500         | 0.02           |

2. Resolution: **To approve the Resolution in Relation to the Interim Profit Distribution Scheme for the Year 2026: the Company shall distribute an interim dividend of RMB0.25 per share (tax-inclusive) to the shareholders registered on the record date.**

Results after consideration: approved

Voting results:

| Class of shareholders                | Affirmative     |                | Dissenting      |                | Abstaining      |                |
|--------------------------------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|
|                                      | Number of votes | Percentage (%) | Number of votes | Percentage (%) | Number of votes | Percentage (%) |
| A share                              | 3,357,694,898   | 91.06          | 38,812          | 0.00           | 13,524,600      | 0.37           |
| H share                              | 316,242,262     | 8.58           | 0               | 0.00           | 0               | 0.00           |
| The total number of ordinary shares: | 3,673,937,160   | 99.63          | 38,812          | 0.00           | 13,524,600      | 0.37           |

**(II) Voting results of shareholders with less than 5% share interest in relation to material items**

**Resolutions by non-cumulative poll – ordinary resolutions**

| Resolution No. | Resolution                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Affirmative     |                | Dissenting      |                | Abstaining      |                |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|
|                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Number of votes | Percentage (%) | Number of votes | Percentage (%) | Number of votes | Percentage (%) |
| 1.01           | To approve the acquisition of 65%, 22.82% and 12.18% equity interests of Jiangsu Suxichang South Expressway Company Limited from Jiangsu Communications Holding Co., Ltd., Wuxi Transportation Industry Group Co., Ltd., and Changzhou Communications Holding Group Co., Ltd. respectively and to authorise the Board or such person(s) as authorised by the Board to take such action and to do such acts as necessary and appropriate (including the execution of such necessary and appropriate document(s)) for the implementation of the Acquisition. | 39,289,888      | 99.1657        | 145,020         | 0.3660         | 185,500         | 0.4683         |
| 1.02           | To approve the arrangement for assuming guarantee obligations: Jiangsu Communications Holding continues to bear the guarantee obligations it has assumed regarding the debts of Suxichang South Expressway Company. If such debts remain outstanding after 31 December 2026, then, subject to the creditors' consent, the Company shall assume the guarantee obligations of Jiangsu Communications Holding from 1 January 2027.                                                                                                                            | 39,282,088      | 99.1460        | 151,820         | 0.3831         | 186,500         | 0.4709         |
| 2              | To approve the Resolution in Relation to the Interim Profit Distribution Scheme for the Year 2026: the Company shall distribute an interim dividend of RMB0.25 per share (tax-inclusive) to the shareholders registered on the record date.                                                                                                                                                                                                                                                                                                                | 26,056,996      | 65.7666        | 38,812          | 0.0979         | 13,524,600      | 34.1355        |

### **(III) Details in relation to the voting results of the resolutions**

All the resolutions considered at the EGM were passed by way of poll based on the sum of on-site votes and internet votes. Save for resolutions 1.01 and 1.02 as disclosed below, no shareholders who were entitled to attend the EGM, were required to abstain from voting in favour of or could only vote against any of the resolutions proposed thereat, and no shareholders had stated their intention to vote against or to abstain from voting on any of the resolutions at the EGM in the circular of the Company dated 30 September 2026.

The Company does not have any treasury shares, whether registered in its own name or deposited with Central Clearing and Settlement System.

Resolutions 1.01 and 1.02 were ordinary non-cumulative voting resolutions relating to related/connected transactions. Jiangsu Communications Holding Co., Ltd., being a related party/connected person of the Company in relation to the transactions, and its associates, which in aggregate held 2,922,118,825 shares of the Company, were required to and had abstained from voting in accordance with the relevant Listing Rules. Accordingly, the total number of shares entitling the holder to attend and vote on resolutions 1.01 and 1.02 at the EGM was 2,115,628,675 shares (comprising 1,072,638,675 A shares and 1,042,990,000 H shares). The resolutions 1.01 and 1.02 were duly passed as over one-half of the total number of valid voting shares held by the shareholders or their proxies present at the meeting were cast in favour of such resolutions.

Resolution 2 was an ordinary resolution voted on by non-cumulative poll. The total number of shares entitling the holder to attend and vote on resolution 2 at the EGM was 5,037,747,500 shares (comprising 3,815,747,500 A shares and 1,222,000,000 H shares). The resolution was duly passed as over one-half of the total number of valid voting shares held by the shareholders or their proxies present at the meeting were cast in favour of such resolution.

KPMG HUAZHEN LLP, the Company's auditor, was the scrutineer for the vote-taking of the resolutions at the EGM.

### III. ATTESTATION BY LAWYER

1. The 2026 first EGM was attested by: Allbright Law Offices Nanjing
2. Lawyers: Gong Guoqing, Wu Di
3. Concluding opinions from the lawyers for the attestation:

The convening and convening procedures, qualification of conveners, qualifications of attendees, voting procedures and voting results of the 2026 first EGM of the Company all comply with laws, regulations, rules and other normative documents such as the Company Law and the relevant provisions of the Articles of Association, the resolutions approved at the general meeting are lawful and valid.

### IV. MATTERS CONCERNING 2026 INTERIM DIVIDENDS DISTRIBUTION SCHEME

Apart from the above resolutions passed at the 2026 first EGM, the Company would like to explain its 2026 interim dividends distribution scheme as follows:

1. The resolution to distribute an interim dividend of RMB0.25 per share (tax inclusive) for the 6 months ended 30 June 2026 to all shareholders of the Company as proposed by the Board was passed at the EGM. As regards the method of distribution of the interim dividends, the Board hereby announces that:

Pursuant to the Company's Articles of Association, dividends payable to holders of H shares of the Company are required to be denominated in RMB and paid in HK\$, which shall be calculated in accordance with the following conversion formula:

$$\text{Amount of dividend in HK\$} = \frac{\text{Amount of dividend in RMB}}{\text{The average closing exchange rate of RMB to HK\$ as quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend}}$$

For the purpose of the distribution of this interim dividend, the date of declaration is 27 October 2026. The average closing exchange rate of RMB to HK\$ quoted by the People's Bank of China for the five business days prior to the date of declaration of dividend was HK\$100: RMB85.64. Accordingly, the interim dividend for H shares of the Company would be HK\$0.29 per share.

2. Reference is made to the Company's announcement dated 30 September 2026. The record date of the H shares of the Company for the interim dividend for the 6 months ended 30 June 2026 shall be 6 December 2026. The register of members of H shares of the Company will be closed from 1 December 2026 to 6 December 2026 (both days inclusive), during which no transfer of H shares of the Company will be effected. Holders of H shares of the Company who wish to be entitled to receive interim dividend for the 6 months ended 30 June 2026 must deliver their instruments of transfer together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the registrar of H Shares of the Company, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 16:30 p.m. on Monday, 30 November 2026.

The Company has appointed Bank of China (Hong Kong) Trustees Limited (the “**Receiving Agent**”), to receive on behalf of the holders of H shares all dividends declared in respect of H shares of the Company. The Receiving Agent is a trust company registered under the Trustee Ordinance of Hong Kong. Cheques for the H share dividends will be issued by the Receiving Agent and are expected to be posted by ordinary mail to holders of H shares of the Company, at their own risks, on or before 31 December 2026 (i.e. the date of distribution of dividends on H shares of the Company).

3. Pursuant to the Law of the People's Republic of China on Enterprise Income Tax and the relevant implementing rules (the “**EIT Law**”) which came into effect on 1 January 2008, the Company is required to withhold and pay the enterprise income tax at a tax rate of 10% on behalf of the Company's H share non-resident enterprise shareholders (as defined under the EIT Law, including HKSCC (Nominees) Limited, other corporate nominees or trustees, or other organizations or entities) when distributing dividends.

As stipulated in the “Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders which are Overseas Non-resident Enterprises” (Guo Shui Han [2008] No. 897) 《(國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號), when Chinese resident enterprises distribute dividends to their H shareholders who are overseas non-resident enterprises, the enterprise income tax shall be withheld at a uniform rate of 10%. After receiving dividends, non-resident enterprises may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by a person who has tax withholding or payment obligation and provide information to prove that it is an actual beneficiary under the requirement of taxation treaties (arrangement). After the relevant tax authorities have verified that there is no error, it shall refund tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the taxation treaties (arrangement).

Pursuant to the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets” (Cai Shui [2014] No.81) 《(關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the “Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets” (Cai Shui [2016] No.127) 《(關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends derived by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H share companies shall withhold individual income tax at a tax rate of 20% for the investors. For domestic securities investment funds that invest in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. For domestic enterprise investors that invest in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H share companies will not withhold enterprise income tax in the distribution of dividends on their behalves, and the domestic enterprise investors shall report and pay the relevant taxes payable themselves. Any dividend received in respect of H shares which have been continuously held by a domestic enterprise investor for 12 months shall be exempted from enterprise income tax.

The Company will withhold and arrange for the payment of the withholding tax on behalf of the individual H shareholders pursuant to relevant laws and regulations. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H shareholders or any disputes over the withholding mechanism or arrangements. H shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H shares of the Company.

4. An announcement on the distribution of dividends on domestic A shares will be published separately.

By Order of the Board  
**Wang Feng**  
*Chairman*

Nanjing, China, 28 October 2026

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

*Wang Feng<sup>△</sup>, Wang Yingjian<sup>#</sup>, Zhou Lili<sup>#</sup>, Zhang Xinyu<sup>#^</sup>, Yang Shaojun<sup>#</sup>, Liu Gang<sup>#</sup>, Ma Chung Lai, Lawrence<sup>#</sup>, Ge Yang<sup>\*</sup>, Xu Guanghua<sup>\*</sup>, Gu Zhaoyang<sup>\*</sup>, Tan Shijun<sup>\*</sup>, Sun Lijun<sup>\*</sup>*

<sup>△</sup> *Executive Director*

<sup>#</sup> *Non-executive Directors*

<sup>\*</sup> *Independent Non-executive Directors*

<sup>^</sup> *Employees' Representative Director*