



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)

**Proxy Form for Holders of H Shares for Use at the
 2016 Annual General Meeting and Any Adjournment Thereof**

I/We ^(note 1) _____ of _____

being the registered holder(s) of _____ ^(note 2) H shares
 of JIANGSU EXPRESSWAY COMPANY LIMITED (the "Company"), HEREBY APPOINT ^(note 3) the chairman of the meeting or
 failing him _____ of _____

as my/our proxy to attend and act for me/us at the 2016 annual general meeting of the Company to be held at the Conference Room, 6 Xianlin Avenue, Qixia District, Nanjing, the P.R.C. at 3:00 p.m. on Thursday, 22 June 2017 (and at any adjournment thereof) (the "AGM") and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company in respect of any other business to be considered at the AGM. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS			
Resolutions without the adoption of cumulative voting		For ^(note 4)	Against ^(note 4)
1.	to approve the work report of the board of directors (the "Directors") 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: the Company proposed to distribute final dividends of RMB0.42 per share (tax inclusive);		
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;		

ORDINARY RESOLUTIONS			
Resolutions without the adoption of cumulative voting		For ^(note 4)	Against ^(note 4)
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 with the adoption of cumulative voting		Number of votes ^(note 5)	
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.		

Dated: _____, 2017

Signature(s) ^(note 6): _____

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please indicate clearly the number of H shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the H shares in the Company registered in your name(s).
- A shareholder is entitled to appoint a proxy of his/her own choice. Where the proxy appointed is not the chairman of the AGM, please cross out "the chairman of the meeting", and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the AGM on his/her behalf. The proxy needs not be a member of the Company. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any of the resolutions without the adoption of cumulative voting at the AGM (i.e. resolution No. 1–10), tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote at his/her discretion.
- Important: for each group of resolutions with the adoption of cumulative voting at the AGM (i.e. the election of Director under resolution No. 11 and the election of supervisor under resolution No. 12), the total number of votes to which you are entitled for each share held by yourself shall be equal to the number of Director or supervisor to be elected under that particular group of resolution. Your voting shall be confined to the number of votes to which you are entitled in respect of each group of resolutions. You may cast your votes on one candidate or on different candidates in any combination. Failure to mark numbers in any relevant boxes will entitle your proxy to cast your vote at his/her discretion.

With one Director to be elected under resolution No. 11 and one supervisor to be elected under resolution No. 12, you shall be entitled to a total of one vote for each share held by yourself for each of the two resolutions. You may cast your votes in favour of one candidate at your discretion, subject to the situation where the number of votes to be cast shall be confined to one for one share held by yourself.
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), 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)).