



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
2018 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 2018 annual general meeting of the Company to be held at 6 Xianlin Avenue, Qixia District, Nanjing, the P.R.C. at 3:00 p.m. on Thursday, 20 June 2019 (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		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
Resolutions without the adoption of cumulative voting				
1.	to approve the work report of the Board of the Company for the year ended 31 December 2018;			
2.	to approve the work report of the supervisory committee of the Company for the year ended 31 December 2018;			
3.	to approve the audit report and financial statements of the Company for the year ended 31 December 2018;			
4.	to approve the final accounting report of the Company for 2018;			
5.	to approve the financial budget report of the Company for 2019;			
6.	to approve the final dividends distribution proposal of the Company for 2018: the Company proposed to distribute final dividends of RMB0.46 per share (tax inclusive) in favour of the shareholders;			
7.	to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditors of the financial report and internal auditors for the year 2019 at a remuneration of RMB3,200,000 per year;			
8.	to approve the registration and issuance of ultra-short-term notes of up to RMB5 billion by the Company within one year commencing from the date of approval at the annual general meeting and the registration effective period on a rolling basis and to authorize Mr. Sun Xibin, a director of the Company, to deal with the subsequent related matters such as the execution of contract and the approval of fund appropriation, etc.			

Dated: _____, 2019

Signature(s) ^(note 5): _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. 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).
3. 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.
4. Important: if you wish to vote for any of the resolutions without the adoption of cumulative voting at the AGM (i.e. resolution No. 1–9), 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.
5. 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.
6. 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 19 June 2019 (Hong Kong/Beijing time)).