



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
2019 First Extraordinary 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 2019 first extraordinary general meeting of the Company to be held at 6 Xianlin Avenue, Nanjing, Jiangsu Province, the P.R.C. at 3:00 p.m. on Thursday, 26 September 2019 (and at any adjournment thereof) (the "EGM") 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 EGM. I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the EGM 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)	Abstain ^(note 4)
1. THAT the capital contribution of RMB606.8 million by the Company and the capital contribution of RMB303.4 million by Jiangsu Communications Holding Company Limited (the "Communications Holding") for RMB400 million and RMB200 million registered capital of Jiangsu Communications Holding Group Finance Co., Ltd. (the "Group Finance Company"), respectively pursuant to the capital increase agreement dated 30 July 2019 between the Company, Communications Holding, Jiangsu Jinghu Expressway Company Limited and Group Finance Company (a copy of which is tabled at the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby approved AND THAT Mr. Sun Xibin and Mr. Yao Yongjia, both being directors of the Company, be and are hereby authorised to deal with the consequential related matter.			

Dated: _____, 2019

Signature(s) ^(Note 6): _____

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 EGM, 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 EGM 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 the resolution without the adoption of cumulative voting at the EGM (i.e. resolution No. 1), tick in the box marked “For”. If you wish to vote against the 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 EGM (being no later than 3:00 p.m. on 25 September 2019 (Hong Kong/Beijing time)).