



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
2020 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 2020 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, 17 June 2021 (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 non-cumulative voting				
1.	to approve the work report of the Board of the Company for the year ended 31 December 2020;			
2.	to approve the work report of the supervisory committee of the Company for the year ended 31 December 2020;			
3.	to approve the financial statements and audit report of the Company for the year ended 31 December 2020;			
4.	to approve the final accounting report of the Company for 2020;			
5.	to approve the financial budget report of the Company for 2021;			
6.	to approve the final dividend distribution proposal of the Company for 2020: the Company proposed to distribute final dividends of RMB0.46 (tax inclusive) per share in favour of the shareholders;			
7.	to approve the appointment of KPMG Huazhen LLP as the Company's auditors of the annual financial report and internal control for the year 2021 at a remuneration of RMB3 million per year, of which fees for financial report audit and internal control audit are RMB2.3 million and RMB0.7 million respectively;			
8.	to approve the registration and issuance of ultra-short-term notes of up to RMB8 billion by the Company within the effective period on a rolling basis; to authorize any Executive Director of the Company, to deal with the subsequent matters such as the execution of contract and the approval of fund appropriation and to issue such ultra-short-term notes within two years commencing from the date of approval at the AGM;			
9.	to approve the registration and issuance of medium-term notes of up to RMB9 billion by the Company, which will be issued once or in tranches within the validity period of the registration; to authorize any Executive Director of the Company, to deal with the subsequent related matters including the execution of contract and approval of fund appropriation; and to issue such medium-term notes within two years commencing from the date of approval at the AGM;			
10.	to approve the use of proceeds raised from direct financing by the Company to provide loans to Jiangsu Wufengshan Toll Bridge Company Limited (the " Wufengshan Toll Bridge Company ") of no more than RMB1 billion which will be valid for two years from the date of approval at the AGM, with a term of three years, the interest of which shall be calculated based on the prevailing interest rate of the financing products to be issued by the Company, and the expenses in relation to the issuance of the financing products, the repayment of the principal and the related interest shall be borne and paid by Wufengshan Toll Bridge Company; and to authorise any Executive Director of the Company, to handle follow-up related matters including contract signing and approval of fund allocation;			

ORDINARY RESOLUTIONS		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
Resolutions without the adoption of non-cumulative voting				
11.	to approve the use of proceeds raised from direct financing by the Company to provide loans to Jiangsu Guangjing Xicheng Expressway Limited (the “Guangjing Xicheng Company”) of no more than RMB800 million, which will be valid for two years from the date of approval at the AGM, with a term of three years. The interest of which shall be calculated based on the prevailing interest rate of the financing products to be issued by the Company, and the expenses in relation to the issuance of the financing products, the repayment of the principal and the related interest shall be borne and paid by Guangjing Xicheng Company; and to authorise any Executive Director of the Company, to handle follow-up related matters including contract signing and approval of fund allocation;			
12.	to approve the renewal of annual liability insurance for directors, supervisors and senior management of the Company; and to authorize Mr. Yao Yongjia, Secretary to the Board, to handle the follow-up related matters;			
ORDINARY RESOLUTIONS		Number of votes ^(note 5)		
Resolutions with the adoption of cumulative voting				
13.	Resolutions in relation to the election of 8 Directors:			
13.1	to elect Mr. Sun Xibin as an executive Director of the Tenth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Sun with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
13.2	to elect Mr. Cheng Xiaoguang as an executive Director of the Tenth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Cheng with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
13.3	to elect Mr. Yao Yongjia as an executive Director of the Tenth Session of the Board of the Company and to approve the signing of an executive director service contract between the Company and Mr. Yao with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
13.4	to elect Mr. Chen Yanli as a non-executive Director of the Tenth Session of the Board 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 annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
13.5	to elect Mr. Wang Yingjian as a non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Wang with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
13.6	to elect Mr. Wu Xinhua as a non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Wu with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
13.7	to elect Mr. Ma Chung Lai, Lawrence as a non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Ma with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director’s remuneration of HK\$300,000 (after tax);			
13.8	to elect Ms. Li Xiaoyan as a non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Ms. Li with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			

ORDINARY RESOLUTIONS		Number of votes ^(note 5)		
Resolutions with the adoption of cumulative voting				
14.	Resolutions in relation to the election of 5 independent non-executive Directors:			
14.1	to elect Mr. Lin Hui as an independent non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Lin with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director's remuneration of RMB90,000 (after tax);			
14.2	to elect Mr. Zhou Shudong as an independent non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Zhou with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director's remuneration of RMB90,000 (after tax);			
14.3	to elect Mr. Liu Xiaoxing as an independent non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Liu with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director's remuneration of RMB90,000 (after tax);			
14.4	to elect Mr. Xu Guanghua as an independent non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Xu with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director's remuneration of RMB90,000 (after tax);			
14.5	to elect Mr. Yu Mingyuan as an independent non-executive Director of the Tenth Session of the Board of the Company and to approve the signing of an independent non-executive director service contract between the Company and Mr. Yu with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023, and an annual director's remuneration of RMB90,000 (after tax);			
15.	Resolution in relation to the election of Supervisors (3 Supervisors):			
15.1	to elect Mr. Yang Shiwei as a Supervisor of the Tenth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Yang with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
15.2	to elect Mr. Ding Guozhen as a Supervisor of the Tenth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Ding with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023;			
15.3	to elect Mr. Pan Ye as a Supervisor of the Tenth Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Mr. Pan with a term commencing from the date of the annual general meeting for the year 2020 and expiring on the date of the annual general meeting to be convened for the year 2023.			

Dated: _____, 2021

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 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. 1–12), 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. Important: for each group of resolutions with the adoption of cumulative voting at the AGM (i.e. the election of Director under resolution No. 13, the election of Director under resolution No. 14 and the election of supervisor under resolution No. 15), 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 eight Directors to be elected under resolution No.13, you shall be entitled to a total of eight votes for each share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to eight for one share held by yourself.

With five Directors to be elected under resolution No. 14, you shall be entitled to a total of five votes for each share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to five for one share held by yourself.

With three supervisors to be elected under resolution No. 15, you shall be entitled to a total of three votes for each share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to three for one share held by yourself.

6. 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.
7. 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 16 June 2021 (Hong Kong/Beijing time)).