



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
2021 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 2021 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 Friday, 17 June 2022 (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 by non-cumulative poll				
1.	to approve the work report of the Board of the Company for the year ended 31 December 2021.			
2.	to approve the work report of the supervisory committee of the Company for the year ended 31 December 2021.			
3.	to approve the financial statements and audit report of the Company for the year ended 31 December 2021.			
4.	to approve the final accounting report of the Company for 2021.			
5.	to approve the financial budget report of the Company for 2022.			
6.	to approve the final dividends distribution proposal of the Company for 2021: 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 2022 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 of overseas debt financing products of up to RMB500 million (inclusive) in 2022, including but not limited to overseas bonds and other debt financing products, which will be issued in one issue or in tranches within the validity period of the registration; and to authorize the Board and its authorized persons to handle all matters in relation to the proposed registration and issuance of overseas debt financing products at their sole discretion within the scope permitted by the relevant laws and regulations and subject to the then market conditions and based on the principle of maximizing the interests of the shareholders of the Company.			

ORDINARY RESOLUTIONS		For <small>(note 4)</small>	Against <small>(note 4)</small>	Abstain <small>(note 4)</small>
Resolutions by non-cumulative poll				
9.	to approve the registration of medium-term notes of up to RMB6 billion (inclusive) in 2022 (including the registration of perpetual medium-term notes of up to RMB2 billion) by the Company, which will be issued in one issue or in tranches within the validity period of the registration, and authorize the Board and the executive directors authorized by the Board to handle follow-up related matters including contract signing and approval of fund allocation; and the validity period of the authorization shall be from the date of approval at the general meeting to the date of expiration of the registration validity period.			
10.	to approve the registration of ultra-short-term notes of up to RMB8 billion (inclusive) in 2022 by the Company, which will be issued once or in tranches within the validity period of the registration; to propose to the general meeting to consider and authorize the Board and the executive directors authorized by the Board to handle follow-up related matters including contract signing and approval of fund allocation; and the validity period of the authorization shall be from the date of approval at the general meeting to the date of expiration of the registration validity period.			
11.	to approve the acquisition of 100% equity interests of 江蘇雲杉清潔能源投資控股有限公司 (Jiangsu Yunshan Green Energy Investment Holding Company, Limited#) from 江蘇交通控股有限公司 (Jiangsu Communications Holding Limited#) at a transfer consideration of RMB2,457 million and the corresponding replacement of Jiangsu Communications Holding as guarantor to a credit facility of RMB4 billion granted by State Development Bank to a subsidiary of YS Energy Company, and the provision of a shareholder loan of not exceeding RMB561 million for the repayment of loans due to Jiangsu Communications Holding and its associates and to authorize the Board and the executive directors authorized by the Board to handle follow-up related matters.			
12.	to approve the renewal of annual liability insurance for directors, supervisors and senior management of the Company; and to authorize the Secretary to the Board to handle the follow-up related matters.			
SPECIAL RESOLUTION				
Resolutions by non-cumulative poll				
13.	to approve the public issuance of corporate bonds of up to RMB3 billion (inclusive) by the Company.			
13.1	Issuance scale			
13.2	Face value and issue price of Corporate Bonds			
13.3	Issuance Method			
13.4	Maturity and Type of Corporate Bonds			
13.5	Coupon Rate of Corporate Bonds			
13.6	Method of Repayment of Principal and Interest			
13.7	Placing Arrangement for Shareholders of the Company			
13.8	Redemption or Repurchase Terms			
13.9	Guarantee Terms			
13.10	Use of Proceeds			
13.11	Underwriting method			
13.12	Trading and Exchange Markets			
13.13	Protection Measures for Repayment			
13.14	Effective Period of the Resolutions			
13.15	Authorisations in respect of this issuance of Corporate Bonds			

ORDINARY RESOLUTION		Number of votes <small>(note 5)</small>		
Resolutions by cumulative poll				
14.	Resolution in relation to the election of executive directors (2 directors):			
14.1	to elect Mr. Chen Yunjiang 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. Chen with a term commencing from the date of the annual general meeting for the year 2021 and expiring on the date of the annual general meeting to be convened for the year 2023.			
14.2	to elect Mr. Wang Feng 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. Wang with a term commencing from the date of the annual general meeting for the year 2021 and expiring on the date of the annual general meeting to be convened for the year 2023.			
15.	Resolution in relation to the election of independent non-executive director (1 director):			
	to elect Mr. Ge Yang 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. Ge with a term commencing from the date of the annual general meeting for the year 2021 and expiring on the date of the annual general meeting to be convened for the year 2023, with an annual director's remuneration of RMB90,000 (after tax).			

Dated: _____, 2022

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 Nos. 1–13), 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 Nos. 14 and 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 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 two Directors to be elected under resolution No.14, you shall be entitled to a total of two 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 two for each share held by yourself.

With one Director to be elected under resolution No.15, you shall be entitled to a total of one vote for each share held by yourself. You may cast your votes in favour of the candidate at your discretion, subject to the situation where the number of votes to be cast shall be confined to one for each 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 2022 (Hong Kong/Beijing time)).