



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
2023 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 2023 annual general meeting of the Company to be held at 6 Xianlin Avenue, Nanjing, the P.R.C. at 3:00 p.m. on Wednesday, 26 June 2024 (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.

Unless otherwise specified, capitalized terms used in this proxy form and the following resolutions shall have the same meaning as defined in the Notice of 2023 Annual General Meeting.

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 2023;			
2.	to approve the work report of the supervisory committee of the Company for the year ended 31 December 2023;			
3.	to approve the financial statements and audit report of the Company for the year ended 31 December 2023;			
4.	to approve the final financial report of the Company for 2023;			
5.	to approve the financial budget report of the Company for 2024;			
6.	to approve the final dividend distribution proposal of the Company for 2023: the Company proposed to distribute final dividends of RMB0.47 (tax inclusive) per share in favour of the shareholders;			
7.	to approve Auditor Appointment;			
8.	to approve the Issuance of Medium-Term Notes;			
9.	to approve the Issuance of Ultra-Short-Term Notes;			
10.	to approve the Renewal of Liability Insurance;			
11.	to approve Remuneration Standards for Directors and Supervisors;			
SPECIAL RESOLUTIONS				
Resolutions by non-cumulative poll				
12.	to approve General Mandate to Issue Shares and the related amendment to the Articles of Association of the Company.			

ORDINARY RESOLUTIONS		Please fill in the number of votes in the table below
Resolutions by cumulative poll		
Number of Director to be elected: 8		
13.1	to elect Mr. Chen Yunjiang as a non-executive Director of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.2	to elect Mr. Wang Yingjian as a non-executive Director of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.3	to elect Mr. Zhou Hong as a non-executive Director of the Eleventh Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Mr. Zhou with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.4	to elect Mr. Wang Feng as an executive Director of the Eleventh Session of the Board of the Company and to approve the signing of an executive director appointment contract between the Company and Mr. Wang with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.5	to elect Mr. Zhang Xinyu as an executive Director of the Eleventh Session of the Board of the Company and to approve the signing of an executive director appointment contract between the Company and Mr. Zhang with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.6	to elect Mr. Wu Xinhua as a non-executive Director of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.7	to elect Ms. Zhou Wei as a non-executive Director of the Eleventh Session of the Board of the Company and to approve the signing of an appointment letter between the Company and Ms. Zhou with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
13.8	to elect Mr. Ma Chung Lai, Lawrence as a non-executive Director of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026, and an annual director's remuneration of HK\$300,000 (after tax).	

ORDINARY RESOLUTIONS		Please fill in the number of votes in the table below
Resolutions by cumulative poll		
Number of independent non-executive Director to be elected: 5		
14.1	to elect Mr. Xu Guanghua as an independent non-executive Director of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026, and an annual director's remuneration of RMB122,000 (before tax).	
14.2	to elect Mr. Ge Yang as an independent non-executive Director of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026, and an annual director's remuneration of RMB122,000 (before tax).	
14.3	to elect Mr. Gu Zhaoyang as an independent non-executive Director of the Eleventh 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. Gu with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026, and an annual director's remuneration of HKD300,000 (after tax).	
14.4	to elect Mr. Tan Shijun as an independent non-executive Director of the Eleventh 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. Tan with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026, and an annual director's remuneration of RMB122,000 (before tax).	
14.5	to elect Mr. Sun Lijun as an independent non-executive Director of the Eleventh 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. Sun with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026, and an annual director's remuneration of RMB122,000 (before tax).	
Number of Supervisor to be elected : 3		Please fill in the number of votes in the table below
15.1	to elect Mr. Yang Shiwei as a Supervisor of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
15.2	to elect Ms. Zhou Lili as a Supervisor of the Eleventh Session of the Supervisory Committee of the Company and to approve the signing of an appointment letter between the Company and Ms. Zhou with a term commencing from the date of the annual general meeting for the year 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	
15.3	to elect Mr. Pan Ye as a Supervisor of the Eleventh 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 2023 and expiring on the date of the annual general meeting to be convened for the year 2026.	

Dated: _____, 2024

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. resolutions 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 the group of resolutions No. 13, the election of independent non-executive Director under the group of resolutions No. 14 and the election of Supervisor under the group of resolutions 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(s) or Supervisor(s) to be elected under that particular group of resolutions. 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 the group of resolutions 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 independent non-executive Directors to be elected under the group of resolutions 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 the group of resolutions 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 25 June 2024 (Hong Kong/Beijing time)).