



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 Second Extraordinary General Meeting and Any Adjournment Thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> H shares of JIANGSU EXPRESSWAY COMPANY LIMITED (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> the chairman of the meeting or failing him \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the 2020 second 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, 23 April 2020 (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.

Resolutions without the adoption of cumulative voting				
	Ordinary Resolution	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>	Abstain <sup>(note 4)</sup>
1.	To approve the loan agreement dated 26 February 2020 between the Company and Jiangsu Wufengshan Toll Bridge Company Limited ("Wufengshan Toll Bridge Company") and the use of proceeds raised from corporate bonds to be issued by the Company to provide Wufengshan Toll Bridge Company, a subsidiary of the Company, with a loan of no more than RMB1.5 billion to be drawdown during the three years period from the date of 2020 Second Extraordinary General Meeting of the Company for terms of three years with interests calculated based on the prevailing interest rate of the corporate bonds to be issued by the Company, and the expenses in relation to the issuance of corporate bonds, the repayment of the principal and the related interest of the issued bonds shall be borne and paid by Wufengshan Toll Bridge Company; and to authorise Mr. Sun Xibin, a Director of the Company, to handle follow-up related matters including contract signing and approval of fund allocation			
2.	To approve the loan agreement dated 26 February 2020 between the Company and Jiangsu Changyi Expressway Co., Ltd. ("Changyi Company") and the loan agreement dated 26 February 2020 between the Company and Jiangsu Yichang Expressway Co., Ltd. ("Yichang Company") and the use of proceeds raised from corporate bonds to be issued by the Company to provide Changyi Company and Yichang Company, with a loan no more than RMB300 million and RMB700 million, respectively, to be drawdown during three years from the date of 2020 Second Extraordinary General Meeting of the Company for terms of three years with interests calculated based on the prevailing interest rate of the corporate bonds to be issued by the Company, and the expenses in relation to the issuance of corporate bonds, the repayment of the principal and the related interest of the issued bonds shall be borne and paid by the above mentioned companies; and to authorise Mr. Sun Xibin, a Director of the Company, to handle follow-up related matters including contract signing and approval of fund allocation			

<b>Resolutions without the adoption of cumulative voting</b>			
<b>Special Resolution</b>	<b>For<sup>(note 5)</sup></b>	<b>Against<sup>(note 5)</sup></b>	<b>Abstain<sup>(note 5)</sup></b>
3.	To approve the merger of the Company with its wholly-owned subsidiary, Ningchang Zhenli Expressway Company Limited (“ <b>Ningchang Zhenli Company</b> ”), by way of absorption and merger. After the completion of the absorption and merger, the Company will continue to operate, and the independent legal personality of Ningchang Zhenli Company will be cancelled accordingly. All assets, debentures and debts, personnel and other rights and obligations of Ningchang Zhenli Company shall be succeeded by the Company in accordance with the laws and regulations		
<b>Resolution with the adoption of cumulative voting</b>			
<b>Ordinary Resolution</b>	<b>For<sup>(note 4)</sup></b>	<b>Against<sup>(note 4)</sup></b>	<b>Abstain<sup>(note 4)</sup></b>
4.	Resolution in relation to election of a Director: To elect Mr. Cheng Xiaoguang as an executive Director and to approve the signing of a service contract between the Company and Mr. Cheng Xiaoguang with a term commencing from the date of the 2020 Second Extraordinary General Meeting and expiring on the date of the 2020 Annual General Meeting.		

Dated: \_\_\_\_\_, 2020

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- 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).
- 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.
- Important: if you wish to vote for the resolution without the adoption of cumulative voting at the EGM, tick in the box marked “For”. If you wish to vote against the resolution, tick in the box marked “Against”. If you wish to abstain from the resolution, tick the box marked “Abstain”. Failure to tick any box will entitle your proxy to cast your vote at his/her discretion.
- Important: for each group of resolutions with the adoption of cumulative voting at the EGM (i.e. the election of Director under resolution no. 4), the total number of votes to which you are entitled for each Share held by yourself shall be equal to the number of Directors 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.
- 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.
- 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 22 April 2020 (Hong Kong/Beijing time)).