



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
2024 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 2024 first extraordinary general meeting of the Company to be held at 6 Xianlin Avenue,
Nanjing, the P.R.C. at 3:00 p.m. on Thursday, 18 April 2024 (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 resolutions to be proposed at the EGM 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 acquisition of 65% equity interest of 江蘇蘇錫常南部高速公路有限公司 (Jiangsu Suxichang South Expressway Company Limited) from 江蘇交通控股有限公司 (Jiangsu Communications Holding Limited) and to authorise the Board of Directors of the Company or such person(s) as authorised by the Board of Directors of the Company to take such action and to do such acts as necessary and appropriate (including the execution of such necessary and appropriate document(s)) for the implementation of the Acquisition			
2	to approve the amendments to the Company's Working Rules for Independent Directors			
SPECIAL RESOLUTIONS		For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
Resolutions by non-cumulative poll				
3	to approve the amendments to the Company's Articles of Association			
4	to approve the amendments to the Company's Rules of Procedure for Shareholders Meetings			
5	to approve the amendments to the Company's Rules of Procedure for the Board Meetings			

Dated: _____, 2024

Signature(s) ^(note 5): _____

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 any of the resolutions without the adoption of cumulative voting at the EGM (i.e. resolution Nos. 1-5), 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.
- 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 17 April 2024** (Hong Kong/Beijing time)).