



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 Second 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 Second extraordinary general meeting of the Company to be held at 6 Xianlin Avenue,
Nanjing, the P.R.C. at 3:00 p.m. on Monday, 25 November 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 Company to adjust the term of the medium-term notes previously approved on 20 June 2023 from not exceeding 5 years to not exceeding 30 years (inclusive); and to grant the Board and executive directors authorized by the Board the authority to handle the execution of the contracts and other subsequent related matters			
2.	to approve the registration and issuance of ultra-short-term notes of up to RMB4 billion by the Company, which will be issued on an one-off basis or in tranches within the validity period of the registration; and to grant the Board and executive directors authorized by the Board the authority to handle the execution of the contracts, the approval of fund appropriation, and other subsequent related matters; 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			
SPECIAL RESOLUTION				
Resolutions by non-cumulative poll				
3.	to approve the Company to adjust the term of the corporate bonds previously approved on 26 June 2024 from not exceeding 10 years to not exceeding 30 years (inclusive); and to grant the Board and executive directors authorized by the Board the authority to handle the execution of the contracts and other subsequent related matters			

ORDINARY RESOLUTIONS		Please fill in the number of votes in the table below
Resolutions by cumulative poll		
Number of Director to be elected: 3		
4.1	to approve the appointment of Ms. Xie Mengmeng as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Ms. Xie, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	
4.2	to approve the appointment of Mr. Yang Shaojun as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Mr. Yang, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	
4.3	to approve the appointment of Mr. Yang Jianguo as a non-executive director of the eleventh session of the board of directors of the Company and the signing of an appointment letter between the Company and Mr. Yang, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	
Number of Supervisor to be elected: 1		Please fill in the number of votes in the table below
5.	to approve the appointment of Mr. Shen Zhiyuan as a non-employee representative supervisor of the eleventh session of the supervisory committee of the Company and the signing of an appointment letter between the Company and Mr. Shen, with a term commencing from the date of the 2024 second extraordinary general meeting and expiring on the date of the 2026 annual general meeting	

Dated: _____, 2024

Signature(s) ^(note 6): _____

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. 1–3), 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.
- Important: for each group of resolutions with the adoption of cumulative voting at the EGM (i.e. the election of Director under the group of resolutions No. 4, and the election of Supervisor under the resolution No. 5), 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 the number of votes you consider appropriate 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 three Directors to be elected under the group of resolutions No. 4, 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 each share held by yourself.

With one Supervisor to be elected under the resolution No. 5, you shall be entitled to a total of one vote for each share held by yourself. You may cast the number of votes you consider appropriate in favour of such 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.

- 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 24 November 2024** (Hong Kong/Beijing time)).