



江蘇寧滬高速公路股份有限公司
JIANGSU EXPRESSWAY COMPANY LIMITED

(Incorporated in the People's Republic of China with limited liability as a joint-stock limited company)

(Stock Code: 177)

**Proxy form for holders of H Shares for use at the
2009 Annual General Meeting and any adjournment thereof**

I/We ^(note 1) _____
of _____ ^(note 1)
being the registered holders of _____ ^(note 2) H shares in
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 2009 Annual General Meeting of the Company to be held at the Conference Room, 6 Maque Road, Nanjing, the PRC at 9:00 a.m. on Wednesday, 19 May 2010 (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 in 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)
1.	to consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2009;		
2.	to consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2009;		
3.	to consider and approve the annual budget report for year 2009;		
4.	to consider and approve the audited accounts and the auditor report for the year ended 31 December 2009;		
5.	to consider and approve the profit distribution scheme of the Company in respect of the final dividend for the year ended 31 December 2009: the Company proposed to declare a cash dividend of RMB0.31 for every share (tax inclusive);		
6.	to consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants Limited and Deloitte Touche Tohmatsu as the Company's domestic and Hong Kong auditors, respectively, and to fix their aggregate annual remunerations at RMB2.2 million;		
7.	to consider and approve the issue of not more than RMB1.5 billion short-term commercial papers pursuant to the "Administration Rules for Short-term Commercial Papers" promulgated by the People's Bank of China within one year from the date of approval of this resolution and the authorisation of Mr. Shen Chang Quan and Mr. Qian Yong Xiang, both being Directors of the Company, to deal with the matters related to the issue;		
8A.	to consider and approve the salary adjustment of Mr. Fan Cong Lai, an independent non-executive Director of the Company, from RMB50,000 per annum to RMB60,000 per annum (after tax);		
8B.	to consider and approve the salary adjustment of Mr. Chen Dong Hua, an independent non-executive Director of the Company, from RMB50,000 per annum to RMB60,000 per annum (after tax);		
8C.	to consider and approve the salary adjustment of Mr. Xu Chang Xin, an independent non-executive Director of the Company, from RMB50,000 per annum to RMB60,000 per annum (after tax);		
8D.	to consider and approve the salary adjustment of Mr. Gao Bo, an independent non-executive Director of the Company, from RMB50,000 per annum to RMB60,000 per annum (after tax).		

Date: _____, 2010

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 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 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 resolution, 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 the Company's Secretariat Office of Board of Directors, at 6 Maque Road, Nanjing, People's Republic of China, Postal Code: 210049, not less than 24 hours before the time appointed for the holding of the AGM.