

5.	to consider and approve the dividend return plan within three years after the A Share Offering			
6.	to consider and approve the dilution of immediate return plan arising from the A Share Offering and remedial measures			
7.	to consider and approve the price stabilisation plan for the A Shares within three years after the A Share Offering after the A Share Offering			
8.	to consider and approve the proposed amendments to the articles and adoption of association of the rules of procedures of the general meetings, the board (the "Board of Directors" or "Directors") and the board of supervisors of the Company and other corporate governance procedures in preparation for the A Share Offering and with effect upon the approval by the shareholders of the Company (the "Shareholders") at the EGM, the H Shareholders' class meeting and the domestic Shareholders' class meeting of the Company			
9.	to consider and approve the proposed adoption of the draft articles of association of the Company with effect upon the listing of the A Shares on the Shanghai Stock Exchange			
10.	to consider and approve the grant of authorization to the Board to implement the A Share Offering			
11.	to consider and approve the use of proceeds of the A Share offering of the Company's H shares globally and listing of such shares on the Stock Exchange Limited on 12 January 2016			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016 Signature(s) (note 6) \_\_\_\_\_

**Notes:**

- Please insert the number and type of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company (registered and unregistered).
- Full name(s) and address(es) to be used for the purpose of the meeting.
- If any proxy other than the Chairman is preferred, please strike out "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint more than one proxy to attend the Meeting on behalf of the Company but must attend the Meeting in person to represent you. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING AT THE MEETING TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.

# JUJIANG CONSTRUCTION GROUP CO., LTD.

(A joint stock limited liability company established in the People's Republic of China)

## FORM OF PROXY FOR USE AT THE H SHAREHOLDERS' CLASS MEETING

**TO BE HELD IN CONFERENCE ROOM (AS IN THE INTERNATIONAL LIMITED, EURO TRADE CENTRE, 27-23 DES VOEUX ROAD CENTRAL, CENTRAL, HONG KONG, ON MONDAY, 24 OCTOBER 2016 OR AT ANY ADJOURNMENT THEREOF**

Any member of the Company ("Member") entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote in his/her/its stead. A Member may appoint more than one proxy to attend on the same occasion.

This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney authorised in writing. If the proxy is signed by a person other than the Member, it must be accompanied by a copy of the power of attorney or other document(s) of authorisation must be notarized.

In order to be valid, this proxy form for the Meeting must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company Tricor Investor Services Ltd. at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the Meeting or any adjournment thereof for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the Meeting or any adjourned meetings should they so wish.

I/We (Note 2) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ H Share(s) of RMB1.00 each in the share capital of Jujiang Construction Group Co., Ltd. (the "Company"), HEREBY APPOINT \_\_\_\_\_ as my/our proxy to attend at the Meeting and to exercise all of the rights and powers of shareholding, the notarised copy of which such persons are authorized, and shall be signed by an authorized personnel of the recognised clearing house. The person(s) so authorized can represent the recognised clearing house as my/our proxy to attend at the Meeting of the Company (or in writing, and at any adjournment thereof) to be held at the Europe Room (Bank of China Tower), 27-23 Des Voeux Road Central, Hong Kong at 3:30 p.m. on Monday, 24 October 2016 immediately after the conclusion of the domestic shareholders' class meeting of the Company. I/We, the shareholder(s) of the same date, hereby give the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.

in the event of my/our proxy attending the Meeting, I/We, the shareholder(s) of the same date, hereby give the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.

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