



# JUJIANG CONSTRUCTION GROUP CO., LTD.

## 巨匠建設集團股份有限公司

(A joint stock limited liability company established in the People's Republic of China)  
(Stock Code: 1459)

### FORM OF PROXY FOR USE AT THE DOMESTIC SHAREHOLDERS' CLASS MEETING TO BE HELD AT CONFERENCE ROOM (ASUKA), TKP INTERNATIONAL LIMITED, 23/F, EURO TRADE CENTRE, 21-23 DES VOEUS ROAD CENTRAL, CENTRAL, HONG KONG ON MONDAY, 24 OCTOBER 2016 OR AT ANY ADJOURNMENT THEREOF

I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 1) \_\_\_\_\_ domestic share(s) of RMB1.00 each in the share capital of Jujiang Construction Group Co., Ltd. (the "Company"), HEREBY APPOINT (Note 3) **THE CHAIRMAN OF THE MEETING** or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend at the domestic shareholders' class meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong at 2:30 p.m. on Monday, 24 October 2016 immediately after the conclusion of the extraordinary general meeting of the Company ("EGM") held on the same date or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
1.	To consider and approve the proposal of the initial public offering of A shares (the "A Shares") (the "A Share Offering") (the following resolutions to be voted item by item)			
1.1	Class of shares to be issued			
1.2	Nominal value per share			
1.3	Proposed stock exchange for the listing of the A Shares			
1.4	Offering size			
1.5	Target subscriber			
1.6	Method of offering			
1.7	Pricing methodology			
1.8	Form of underwriting			
1.9	Time of issuance			
1.10	Conversion of the Company into a joint stock company with limited liability and overseas listed shares			
1.11	Validity period of the resolutions for the proposal of the A Share Offering			
2.	to consider and approve the feasibility analysis report on the use of proceeds from the A Share Offering			
3.	to consider and approve the undertakings to be given for the purpose of the A Share Offering			
4.	to consider and approve the accumulated profit distribution plan before the A Share Offering			
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 of association and adoption of the rules of procedures of the general meetings, the board (the "Board") of directors (the "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 report on the use of proceeds of the initial public offering of the Company's H shares globally and listing of such H shares on the Stock Exchange of Hong Kong 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 in your name(s).
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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 one or more proxies to attend the Meeting. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN". AND YOUR VOTING WILL BE COUNTED IN THE TOTAL NUMBER OF VOTES CAST IN THAT RESOLUTION FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. 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 duly authorised. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign 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, 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.  
If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorized, the power of attorney shall contain the number and class of shares for which such persons are authorized, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/ she/they have been duly authorised.
- In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.
- Domestic Shareholders or their proxies shall provide their identity documents when attending the Meeting. If corporate domestic Shareholders appoint authorised representative to attend the Meeting, the authorised representative shall produce his/her identity documents and a notarial copy of the relevant authorisation instrument signed by the Board or other authoritative parties of the corporate Shareholders or other notarial documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the Meeting.