



巨匠建设

JUJIANG CONSTRUCTION GROUP

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 ANNUAL GENERAL 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
AT 2:00 P.M. ON FRIDAY, 19 MAY 2017 OR AT ANY ADJOURNMENT THEREOF**

I/We (Note 2) _____

of _____

being the registered holder(s) of (Note 1) _____ H Share(s)/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 annual general 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 2:00 p.m. on Friday, 19 May 2017 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.

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
1.	To consider and approve the report of the board (the "Board") of directors of the Company (the "Directors") for the year ended 31 December 2016			
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2016			
3.	To consider and approve the report of the auditors and the audited consolidated financial statements of the Company for the year ended 31 December 2016			
4.	To consider and approve the reappointment of Ernst & Young as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration			
5.	To authorise the Board to fix the remuneration of the Directors and Supervisors			
SPECIAL RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
6.	To give a general mandate to the Board to allot, issue and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H shares not exceeding 20% of the H Shares of the Company in issue			
7.	To consider and approve the proposed non-public issuance of the corporate bonds with an aggregate principal of not exceeding RMB500 million (the "RMB Bonds") with respect of each of the following:			
	7.1 Issue size of the RMB Bonds			
	7.2 Arrangement on placement to existing shareholders of the Company			
	7.3 Types of bonds and maturity			
	7.4 Par value, bond interest rates and repayment method of principal and interest			
	7.5 Issue methods and issue targets			
	7.6 Guarantee arrangement			
	7.7 Redemption terms or repurchase terms			
	7.8 Use of proceeds			
	7.9 Place of listing			
	7.10 Validity of the resolution			

8.	To approve the proposal on the authorization to the Board or the person(s) authorized by the Board to handle relevant matters in connection with the non-public issuance of RMB Bonds.			
9.	To consider and approve the proposed non-public issuance of the corporate bonds with an aggregate principal of not exceeding USD100 million (the "USD Bonds") with respect of each of the following:			
	9.1 Issue size of the USD Bonds			
	9.2 Types of bonds and maturity			
	9.3 Par value, issue price, bond interest rates and repayment method of principal and interest			
	9.4 Issue methods and issue targets			
	9.5 Guarantee arrangement			
	9.6 Settlement System			
	9.7 Method of remittance of proceeds and use of proceeds			
	9.8 Underwriting method			
	9.9 Place of listing			
	9.10 Validity of the resolution			
10.	To approve the proposal on the authorization to the Board or the person(s) authorized by the Board to handle relevant matters in connection with the non-public issuance of USD Bonds.			

Dated this _____ day of _____ 2017 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". 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, 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.

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 recognized 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.
- Shareholders or their proxies shall provide their identity documents when attending the AGM.