



**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 1:00 p.m. ON TUESDAY, 12 JUNE 2018 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 1:00 p.m. on Tuesday, 12 June 2018 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 (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
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 2017			
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2017			
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 2017			
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			
6.	To consider and, if thought fit, approve the resolution regarding the election of Directors of the second session of the Board (This resolution is effected by cumulative voting process)			
	6.1 election of Mr. Lv Yaoneng as an executive Director of the Company			
	6.2 election of Mr. Lv Dazhong as an executive Director of the Company			
	6.3 election of Mr. Li Jinyan as an executive Director of the Company			
	6.4 election of Mr. Lu Zhicheng as an executive Director of the Company			
	6.5 election of Mr. Shen Haiquan as an executive Director of the Company			
	6.6 election of Mr. Zheng Gang as an executive Director of the Company			
	6.7 election of Mr. Yu Jingxuan as an independent non-executive Director of the Company			
	6.8 election of Mr. Lin Tao as an independent non-executive Director of the Company			
	6.9 election of Mr. Wong Ka Wai as an independent non-executive Director of the Company			
7.	To consider and, if thought fit, approve the resolution regarding the election of Shareholder representative Supervisors of the second session of the board of Supervisors (This resolution is effected by cumulative voting process)			
	7.1 election of Mr. Zhu Jialian as a Shareholder representative Supervisor			
	7.2 election of Mr. Chen Xiangjiang as a Shareholder representative Supervisor			

SPECIAL RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
8.	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			
9.	To consider and approve the proposed public or 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:			
	9.1 Issue size of the RMB Bonds			
	9.2 Arrangement on placement to existing shareholders of the Company			
	9.3 Types of bonds and maturity			
	9.4 Par value, bond interest rates and repayment method of principal and interest			
	9.5 Issue methods and issue targets			
	9.6 Guarantee arrangement			
	9.7 Redemption terms or repurchase terms			
	9.8 Use of proceeds			
	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 public or non-public issuance of RMB Bonds.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 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 INITIALLED 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 Tricolor 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.
- Regarding resolutions number 5 and 6, cumulative voting system will be used. The term "cumulative voting" means that, when the Shareholders' meeting is electing directors or supervisors, each Share represents the voting rights equivalent to the number of the directors or supervisors to be elected. The voting rights owned by Shareholders can be used in a concentrated manner. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons. When the total votes cast by a Shareholder on some candidate Directors or Supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder for some candidate Directors or Supervisors are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes will be regarded as abstain votes. Where the "For" votes cast for a particular candidate for Director or Supervisor are more than half of the total number of shares held by all Shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have been elected. Where the elected Directors or Supervisors at the general meeting are less than Directors or Supervisors to be elected, new rounds of voting are required to be held for election of the remaining Directors or Supervisors until the number of Directors or Supervisors to be elected is fulfilled. When holding a new round of voting for electing Directors or Supervisors in accordance with the aforesaid matters, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.