



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)

**REVISED FORM OF PROXY FOR USE AT THE EXTRAORDINARY 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 2:30 P.M. ON THURSDAY, 24 NOVEMBER 2016 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 extraordinary 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 2:30 p.m. on Thursday, 24 November 2016 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			

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
12.	to consider and approve the report on internal control assessment			
13.	to consider and approve the appointment of AJ Securities Company Limited* (愛建證券有限責任公司) as the sponsor and lead underwriter in relation to the A Share Offering			
14.	to consider and approve the appointment of All Bright Law Offices as the legal advisor of the People's Republic of China (the "PRC") in relation to the A Share Offering			
15.	to consider and approve the appointment of Ernst & Young Hua Ming LLP as the Company's auditor in relation to the A Share Offering			
16.	to consider and approve the appointment of Mr. Yu Jingxuan (余景選) as shareholder representative supervisor of the first session of the supervisory committee of the Company to hold office from the date on which this resolution is passed until the end of the first session of the Board in 2017 and to authorize any one executive Director to enter into a service contract on behalf of the Company with Mr. Yu Jingxuan on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters			
17.	to consider and approve the appointment of Mr. Zhu Jialian (朱家煉) as an independent non-executive Director to hold office from the date on which this resolution is passed until the end of first session of the supervisory committee of the Company in 2017 and to authorise any one executive Director to enter into a service contract on behalf of the Company with Mr. Zhu Jialian on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters			
18.	to consider and approve the establishment of the strategic committee of the Company			
19.	to consider and approve confirmation of connected transactions of the company for the year of 2013, 2014, 2015 and for the six months ended 30 June 2016			
20.	to consider and approve, confirm and ratify the master agreement dated 25 August 2016 ("2016 Master Agreement") (a copy of which is tabled at the EGM marked "A" and initialled by the Chairman of the meeting for identification purpose) entered into between the Company and Zhejiang Jujiang Holdings Group Co., Ltd.* (浙江巨匠控股集團有限公司) ("Jujiang Holdings") in relation to the provision of construction contracting services by the Group to Jujiang Holdings, its subsidiaries and their associates (other than our Group), and the continuing connected transactions contemplated thereunder and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions			
21.	to consider and approve, confirm and ratify the Revised Annual Caps (as defined in the circular of the Company) as contemplated under the 2016 Master Agreement for each of the three years ending 31 December 2018 and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions			

Dated this _____ day of _____ 2016 Signature(s) (note 6) _____

Notes:

1. Please insert the number and type of share(s) registered in your name(s) relating to this revised form of proxy ("Revised Proxy Form"). If no number is inserted, this Revised Proxy Form will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
3. 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 REVISED PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. 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.
5. 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.
6. This Revised Proxy Form 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 Revised 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.
7. In order to be valid, this Revised 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 (the "Closing Time"). If the Revised 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 Revised Proxy Form. Completion and return of the Revised 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.

Shareholders who have lodged the proxy form(s) despatched on 9 September 2016 (the "Original Proxy Form(s)") with the Company prior to the date of the revised notice of EGM of the Company (i.e. 7 October 2016) should note that:

- (i) If no Revised Proxy Form(s) is lodged with the Company's Hong Kong share registrar (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares) prior to the Closing Time, the Original Proxy Form(s) will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the EGM.
- (ii) If the Revised Proxy Form is lodged with the Company's Hong Kong share registrar (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares) prior to the Closing Time, the Revised Proxy Form will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
- (iii) If the duly completed and signed Revised Proxy Form is lodged with the Company's Hong Kong share registrar (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares) after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the EGM, he/she will have to attend in person and vote at the relevant meeting himself/herself. Completion and return of the Original Proxy Form(s) and/or the Revised Proxy Form(s) will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.

8. 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.
9. Shareholders or their proxies shall provide their identity documents when attending the Meeting. If corporate 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 authorised 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.