



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 17/F SKYWAY CENTRE, 23 QUEEN'S ROAD WEST, SHEUNG WAN, HONG
KONG AT 1:00 P.M. ON FRIDAY, 28 JUNE 2019 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 17/F Skyway Centre, 23 Queen's Road West, Sheung Wan, Hong Kong at 1:00 p.m. on Friday, 28 June 2019 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 2018			
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2018			
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 2018			
4.	To consider and approve the proposals of profit distribution for 2018			
5.	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			
6.	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>
7.	To grant a general mandate to the Board to, during the relevant period, 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			
8.	To approve the Company's merger by consolidation of Zhejiang Jujiang Municipal Landscaping Engineering Co., Ltd.			
9.	To approve the Company's merger by consolidation of Zhejiang Kepuao Building Materials Trading Co., Ltd.			
10.	To approve the Company's merger by consolidation of Zhejiang Jujiang Construction Surveying and Design Co., Ltd.			
11.	To consider and approve the resolution for the proposed expansion of the scope of business and the corresponding amendments of the articles of association of the Company			
12.	the Directors, acting collectively and individually, be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the above resolutions and all of the transactions contemplated thereunder			

Date: _____

Signature(s) (note 6) _____

Notes:

1. 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).
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 FORM OF PROXY 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", 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 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.
7. 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 (the "Closing Time"). 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.
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 the general meeting or exercise all of the votes relating to the shares.
9. Shareholders or their proxies shall provide their identity documents when attending the AGM.