



# Shanghai Jin Jiang International Hotels (Group) Company Limited\*

## 上海錦江國際酒店(集團)股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02006)

### Form of Proxy for the Extraordinary General Meeting to be held on Monday, 15 November 2010

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ domestic shares/H shares<sup>(Note 2)</sup> of RMB1.00 each in the share capital of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (the "Meeting")<sup>(Note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Meeting to be held at 9 a.m. on Monday, 15 November 2010 at Tomson Hall, InterContinental Pudong Shanghai, No. 777 Zhang Yang Road, Shanghai, the People's Republic of China (the "PRC"), for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of the Meeting dated 30 September 2010 to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.<sup>(Note 4)</sup>

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	<p>(a) To consider and approve the Acquisitions under the Share Transfer Agreement, details of which are set out in the Circular;</p> <p>(b) To consider and approve granting to the Board an authorization to do all such acts and things, to sign and execute all such further documents and to take such steps as the Board may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisitions and all other matters incidental thereto;</p> <p>(c) To consider and approve granting to the Board an authorization to further authorize any Executive Director to exercise the authorization granted to the Board in resolution number 1(b) above, unless otherwise prescribed by relevant laws and regulations; and</p> <p>(d) This resolution number 1 shall be valid for a period of 12 months after the date of passing of this resolution and resolution number 1 set out in the notice of the H Shareholders' Class Meeting dated 30 September 2010.</p>			
<b>SPECIAL RESOLUTIONS</b>				
2.	<p>(a) Subject to the passing of resolution number 1 above, to consider and approve granting to the Directors a authorization to allot and issue 1,001,000,000 new Domestic Shares of the Company at a price of HK\$2.2 each to Jin Jiang International (the "Special Mandate") as settlement of part of the consideration for the Acquisitions upon and subject to the satisfaction of all the Condition Precedents. The Special Mandate is in addition to, and shall not prejudice nor revoke any existing general mandate granted to the Directors by the shareholders of the Company or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(b) This resolution number 2 shall be valid for a period of 12 months after the date of passing of this resolution and resolution number 2 set out in the notice of the H Shareholders' Class Meeting dated 30 September 2010; and</p>			
3.	<p>Subject to the passing of resolutions number 1 and 2 above, to consider and approve the proposed amendments to the Articles of Association, details of which are set out in the Circular. The proposed amendments shall take effect after the passing of this resolution and completion of relevant approval, registration or filing procedures in the PRC.</p> <p>The Articles of Association are written in Chinese and there is no official English translation in respect thereof. Accordingly, the English translation is for reference only. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.</p>			

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2010 Signed<sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please delete as appropriate: Please insert in the blank the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (the "Meeting")" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote at the Meeting in his stead. 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 BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN". Failure to complete any or all the boxes will entitle your proxy to cast his votes at his 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 of the Meeting.
- 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 common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Company's member, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- In the case of joint holders of any share, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, in person or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, for holders of H shares, this form of proxy together with the power of attorney (if any) or other authorisation documents under which it is signed (if any) or a notarially certified copy thereof, must be deposited to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof in order for such documents to be valid.
- Each holder of domestic shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the Meeting. Notes (1) to (6) also apply to holders of domestic shares, except that the proxy form or other documents of authority must be delivered to the Joint Company Secretarial Office of the Company, 26th Floor, Union Building, No. 100 Yan'an East Road, Shanghai, the PRC (post code 200002) not less than 24 hours before the time for holding the Meeting or any adjournment thereof in order for such documents to be valid.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the notice of the Meeting set out on pages 336 to 339 of the circular to the shareholders of the Company dated 30 September 2010.

\* The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".