



# 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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02006)

### Form of Proxy for the annual general meeting to be held on Wednesday, 17 June 2015

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 ANNUAL 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 9:00 a.m. on Wednesday, 17 June 2015 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), 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 April 2015 to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below<sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2014.			
2.	To consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2014.			
3.	To consider and approve the audited financial statements and the auditors' report of the Company and of the Group as at and for the year ended 31 December 2014.			
4.	To consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2014 and to authorise the Board to distribute such dividend to shareholders of the Company.			
5.	To consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong Certified Public Accountants as the Company's international auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the determination of its remuneration by the audit committee of the Board.			
6.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's PRC auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the determination of its remuneration by the audit committee of the Board.			
7.	To consider and approve the appointment of Ms. Guo Lijuan as a director of the Company.			
8.	To consider and approve the extension of term of the third session of the Board of the Company till the completion of transition by 30 September 2015.			
9.	To consider and approve the extension of term of the third session of the Supervisory Committee of the Company till the completion of transition by 30 September 2015.			
<b>SPECIAL RESOLUTION</b>				
10.	To consider and approve the granting of an unconditional general mandate to the Board to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, details of which are set out in the notice of the Meeting dated 30 April 2015.			

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2015      Signature(s)<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 form of 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 of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- NOTE: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK 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. If no such instructions are given, your proxy will be entitled 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 the shareholder being 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 shareholder, the power of attorney authorising that attorney to sign the form of proxy or other authorisation documents must be notarised.
- In the case of joint holders of any share, only the joint holder whose name stands first in the register of members is entitled to cast a vote, 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 in respect of such shares 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).
- For holders of H shares, this form of proxy together with the power of attorney (if any) or other authorisation documents (if any) under which it is signed or a notorally certified copy thereof, must be deposited to the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 his behalf at the Meeting. Notes (1) to (6) also apply to holders of domestic shares, except that the form of proxy or other documents of authority must be delivered to the Office of the Board of Directors of the Company, at 26/F., Union Building, No. 100 Yan'an East Road, Shanghai, the PRC (post code 200002) 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.
- The proxy appointed 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 in person at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* The Company is registered as a non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".