



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 Tuesday, 16 October 2012

I/We^(Note 1) _____ of _____, being the registered holder(s) of _____ domestic shares/H shares^(Note 2) 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")^(Note 3) 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 Tuesday, 16 October 2012 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 31 August 2012 to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve the appointments of the following candidates as the directors (the "Directors") of the third session of the board of Directors (the "Board") of the Company, for a term commencing from the date of passing this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2015:			
	(i) Mr. Yu Minliang			
	(ii) Ms. Chen Wenjun			
	(iii) Mr. Yang Weimin			
	(iv) Mr. Yang Yuanping			
	(v) Mr. Shao Xiaoming			
	(vi) Mr. Han Min			
	(vii) Mr. Kang Ming			
	(viii) Mr. Ji Gang			
	(ix) Dr. Rui Mingjie			
	(x) Mr. Yang Menghua			
	(xi) Mr. Sun Dajian			
	(xii) Dr. Tu Qiyu			
	(xiii) Mr. Shen Chengxiang			
2.	To consider and approve the appointments of the following candidates as the supervisors (the "Supervisors") of the third session of the supervisory committee (the "Supervisory Committee") of the Company, for a term commencing from the date of passing this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2015:			
	(i) Mr. Wang Guoxing			
	(ii) Mr. Ma Mingju			
	(iii) Mr. Zhou Qiquan			
	(iv) Ms. Zhou Yi			
3.	To consider and approve the proposed annual allowance of RMB120,000 (before taxation) for each independent non-executive Director of the third session of the Board.			
4.	To consider and approve the proposed annual allowance of RMB36,000 (before taxation) for each independent Supervisor of the third session of the Supervisory Committee.			
SPECIAL RESOLUTION				
5.	To consider and approve the proposed amendments to the Articles of Association of the Company (details of which are set out in Appendix I to the circular dispatched to the shareholders (the "Shareholders") of the Company on 31 August 2012) and any Director or joint company secretary of the Company be authorized to do all such acts as he deems fit to effect the amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the PRC and Hong Kong and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.			
OTHER BUSINESS				
6.	To consider and approve proposals (if any) put forward at such Meeting by any Shareholder(s) holding 5% or more of the Company's shares carrying the right to vote at such meeting.			

Date: _____ day of _____ 2012 Signed^(Note 5): _____

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 INITIALED 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, any one of such joint holders may 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 not less than 24 hours before the time 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 Office of the Board of Directors of the Company, 26/F., Union Building, No. 100 Yan'an East Road, Shanghai, the PRC (Post code: 200020) 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.
- 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".