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If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Jujiang Construction Group Co., Ltd. (巨匠建設集團股份有限公司) (the “**Company**”), you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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巨匠建設

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)

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
(2) PROPOSED ISSUANCE OF RMB BONDS
(3) PROPOSED ELECTION OF DIRECTORS OF THE SECOND SESSION OF
THE BOARD AND SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE SECOND SESSION OF THE BOARD OF SUPERVISORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 10 of this circular. A notice convening the AGM 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 1:00 p.m. on Tuesday, 12 June 2018, is set out on pages 17 to 23 of this circular.

Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Wednesday, 23 May 2018.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the AGM 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 AGM (or any adjournment thereof) for taking the poll. 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 AGM or any adjourned meetings should they so wish.

27 April 2018

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong at 1:00 p.m. on Tuesday, 12 June 2018, notice of which is set out on pages 17 to 23 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors of the Company
“Clearstream”	Clearstream, a global clearing and settlement system for securities
“Company”	Jujiang Construction Group Co., Ltd. (巨匠建設集團股份有限公司), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Hong Kong Stock Exchange (stock code: 1459)
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Lv Yaoneng, Jujiang Holdings and Jujiang Equity Investment
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestics Share(s)”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“Euroclear”	Euroclear System, a global clearing and settlement system for securities

DEFINITIONS

“General Mandate”	the general mandate to issue domestic shares and/or H shares of the Company representing up to the limit of 20% of each of the total number of the domestic shares of the Company and/or H Shares respectively in issue as at the date of passing such resolution to grant the general mandate
“Group”	the Company and its subsidiaries
“H Share(s)”	Overseas Listed foreign invested shares in the share capital of the Company, which are listed on the main board of the Stock Exchange with a nominal values of RMB1.00 each
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a third party independent of the Company and the connected persons (as defined in the Listing Rules) of the Company
“Jujiang Equity Investment”	Zhejiang Jujiang Equity Investment Management Co., Ltd.* (浙江巨匠股權投資管理股份有限公司), a joint stock limited liability company incorporated in the PRC on 19 August 2011 and a 36.75% shareholder in the Company.
“Jujiang Holdings”	Zhejiang Jujiang Holdings Group Co., Ltd.* (浙江巨匠控股集團有限公司), a limited liability company incorporated in the PRC on 18 August 2011 and a 38.25% shareholder in the Company.
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	12 January 2016, on which dealings in Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“RMB Bonds”	the corporate bonds proposed to be publicly or non-publicly issued with an aggregate principal of not exceeding RMB500 million
“Shares(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lv Yaoneng (呂耀能) (*Chairman*)
Mr. Lv Dazhong (呂達忠)
Mr. Li Jinyan (李錦燕)
Mr. Lu Zhicheng (陸志城)
Mr. Shen Haiquan (沈海泉)
Mr. Zheng Gang (鄭剛)

Independent Non-executive Directors:

Mr. Yu Jingxuan (余景選)
Mr. Lin Tao (林濤)
Mr. Wong Ka Wai (王加威)

Registered Office:

Gaoqiao Town
Jiaxing City
Zhejiang Province
PRC

Headquarters in the PRC

No. 669 Qingfeng South Road (South)
Tongxiang City
Zhejiang Province
PRC

Principal Place of Business in Hong Kong:

22/F, World-Wide House
19 Des Voeux Road Central
Hong Kong

27 April 2018

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
(2) PROPOSED ISSUANCE OF RMB BONDS
(3) PROPOSED ELECTION OF DIRECTORS OF THE SECOND SESSION OF
THE BOARD AND SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE SECOND SESSION OF THE BOARD OF SUPERVISORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) the general mandate to issue Shares; (ii) proposed issuance of RMB Bonds; (iii) the proposed election of Directors of the second session of the Board and Shareholder representative Supervisors of the second session of the board of Supervisors; and (iv) the other matters contained in the notices of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the AGM.

II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the resolutions passed by all shareholders of the Company on 19 May 2017, the Directors were granted general mandate to allot and issue Domestic Shares and/or H Shares, either separately or concurrently, not exceeding 20% of the number of our Domestic Shares in issue or H Shares in issue as at the date of passing such resolution to grant the general mandate.

The above general mandates will expire at the conclusion of the AGM. The General Mandate to issue new Shares will be put forward at the AGM for Shareholders' approval as a special resolution. For details, please refer to special resolution No. 8 of the notice of the AGM contained in pages 17 to 23 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 400,000,000 Domestic Shares and 133,360,000 H Shares. Subject to the passing of the General Mandate to issue new Shares at the AGM and on the basis that no further Shares are issued before the AGM, the Board will have the power to issue up to 80,000,000 Domestic Shares and 26,672,000 H Shares.

Any exercise of the power by the Board under the General Mandate shall comply with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained. The Board has no plan to issue new Shares pursuant to the General Mandate at present.

The General Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM; or (c) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

III. PROPOSED ISSUANCE OF RMB BONDS

In order to further optimize the debt structure of the Company, expand the financing channels of the Company as well as lower the finance costs, the Company proposes to conduct the public or non-public issue of the RMB Bonds as and when the Board considers fit. Details of the RMB Bonds are set out as follows:

LETTER FROM THE BOARD

1. Issue size of the RMB Bonds

The issue size of the RMB Bonds shall not exceed RMB500 million (inclusive of RMB500 million). The specific issuance size shall be determined by the Board or its authorized persons subject to the approval at the AGM based on the funding needs of the Company and the market conditions at the time of issuance within the aforesaid scope.
2. Arrangement on placement to existing shareholders of the Company

The RMB Bonds will not be pre-emptively placed to the existing shareholders of the Company.
3. Types of bonds and maturity

The term of maturity of the issue of the RMB Bonds shall not exceed 3 years (inclusive of 3 years) and can be either single-term or multiple terms. The specific term structure of maturity and the issuance size of each type shall be determined by the Board or its authorized persons subject to the approval at the AGM based on the market conditions and the funding needs of the Company at the time of issuance.
4. Par value, bond interest rates and repayment method of principal and interest

The specific par value, bond interest rates and repayment method of principal and interest shall be determined by the Board or its authorized persons subject to the approval at the AGM together with the lead underwriter based on the market conditions and other factors at the time of issuance.
5. Issue methods and issue targets

The RMB Bonds will be publicly or non-publicly issued in one or multiple tranches. The specific issuance method shall be determined by the Board or its authorized persons subject to the approval at the AGM together with the lead underwriter based on relevant requirements, the funding needs of the Company and the market conditions at the time of issuance. The issue targets are the qualified investors meeting the provisions of relevant laws and regulations.
6. Guarantee arrangement

The RMB Bonds will be guaranteed by the controlling shareholder of the Company.
7. Redemption terms or repurchase terms

The specific redemption terms or repurchase terms shall be determined by the Board or its authorized persons subject to the approval at the AGM.

LETTER FROM THE BOARD

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| 8. Use of proceeds | The proceeds raised from the issuance of the RMB Bonds are intended to be supplementing the working capital of the Group and/or repaying loans of the Group from financial institutions. The specific use of proceeds shall be adjusted based on the debt structure and determined based on the funding needs of the Company by the Board or its authorized persons subject to the approval at the AGM. |
| 9. Place of listing | Subject to satisfying the prerequisites of listing, the Company will submit an application regarding the listing of the RMB Bonds for trading to the Shanghai Stock Exchange as soon as possible after the issuance of the RMB Bonds. |
| 10. Validity of the resolution | The resolution(s) of the issuance of the RMB Bonds at the general meeting shall be effective for 24 months from the date of approval at the AGM. |

IV. ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD AND SUPERVISORS OF THE SECOND SESSION OF THE BOARD OF SUPERVISORS

Proposed Election of Directors of the Second Session of the Board

The term of the first session of the Board expired on 25 December 2017 and shall continue to perform their duties before the election and formation of the second session of the Board at the AGM. The Board has considered and approved the following candidates for Directors of the second session of the Board:

- (1) candidates for executive Directors: Mr. Lv Yaoneng, Mr. Lv Dazhing, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang;
- (2) candidates for independent non-executive Directors: Mr. Yu Jingxuan, Mr. Lin Tao, and Mr. Wong Kai Wai.

The above candidates for Directors meet the qualification requirements to serve as Directors as stipulated in relevant PRC laws, regulations and the Articles, and the Board agreed to submit the above list of candidates for consideration at the AGM. The AGM will elect six executive Directors and three independent non-executive Directors, and these nine Directors will comprise the second session of the Board.

The Directors of the second session of the Board will serve for a term of three years. In accordance with the requirements of relevant PRC laws, regulations and the Articles, the candidates for Directors of the second session of the Board are subject to the approval by the Shareholders at the AGM. The term of office of candidates for executive Directors, and independent non-executive Directors will take effect from the date of approval by the AGM and will expire when members are elected for the new session of the Board.

LETTER FROM THE BOARD

The biographical details of the candidates of the Directors for the second session of the Board are set out in Appendix I to this circular.

Election of Supervisors of the Second Session of the Board of Supervisors

The term of the first session of the Board of Supervisors expired on 25 December 2017 and shall continue to perform their duties before the election and formation of the second session of the board of Supervisors at the AGM.

Employee Representative

A meeting of the employee representatives of the Company was held on 30 March 2018 and Mr. Lv Xingliang and Mr. Zhou Jiangtao were elected as employee representative Supervisors of the second session of the board of Supervisors for a term of three years. The appointment of Mr. Lv Xingliang and Mr. Zhou Jiangtao shall become effective upon the conclusion of the AGM.

The biographical details of the candidates of the employee representative Supervisors of the second session of the board of Supervisors are set out in Appendix II to this circular.

Shareholder Representative Supervisors

The board of Supervisors considered and approved two candidates as Shareholder representative Supervisors, as detailed below.

Candidate for Shareholder representative Supervisors: Mr. Zhu Jialian and Mr. Chen Xiangjiang.

The above Supervisor candidates meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles, and the board of Supervisors agreed to submit the above list of candidates for consideration at the AGM.

The Supervisors of the second session of the board of Supervisors will serve for a term of three years, and the term of office of Shareholder Representative Supervisors will take effect from the date of approval by the AGM and will expire when members are elected for the new session of the board of Supervisors.

The biographical details of the candidates of the Shareholder representative Supervisors of the second session of the board of Supervisors are set out in Appendix III to this circular.

LETTER FROM THE BOARD

V. WARNING

The issuance of the RMB Bonds is subject to certain conditions including but not limited to the approval from the CSRC and any other government or regulatory authorities and may or may not proceed. Shareholders of the Company and potential investors shall exercise caution when dealing in the securities of the Company.

VI. AGM

A notice convening the AGM 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 1:00 p.m. on Tuesday, 12 June 2018, is set out on pages 17 to 23 of this circular.

Shareholders who intend to attend the AGM should complete the reply slip and return it by hand, by fax or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Wednesday, 23 May 2018.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the AGM 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 AGM (or any adjournment thereof) for taking the poll. 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 AGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Responsibility Statement

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

Recommendations

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the General Mandate; (b) proposed issuance of RMB Bonds; and (c) the proposed election of Directors of the second session of the Board and Shareholder representative Supervisors of the second session of the board of Supervisors; are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board

Jujiang Construction Group Co., Ltd.

Mr. Lv Yaoneng

Chairman

Biographical details of the director candidates at the AGM are set out below:

Mr. Lv Yaoneng (呂耀能), aged 58, has over 31 years of experience in construction engineering industry. Mr. Lv has been the chairman of the Board, executive Director and general manager of the Company since 17 July 1996, being the date of incorporation of the Company. He was also appointed as the president of the Company since December 2008. He is primarily responsible for corporate strategic planning and overall business development, management of the Company and decision making. The spouse of Mr. Wang Shaolin (王少林), one of the vice presidents of the Company, is the sister of Mr. Lv. From December 1976 to February 1987, Mr. Lv worked at Qitang Commune Construction Agency* (騎塘公社建築社). From March 1987 to April 1991, he worked as Manager and person-in-charge for technical matters at Tongxiang County Qitang Construction Agency* (桐鄉縣騎塘鄉建築社). From May 1991 to June 1996, he worked as the vice chairman and general manager at Tongxiang County Qitang Construction Company* (桐鄉縣騎塘建築工程公司).

Mr. Lv completed one-and-half-year studies and obtained a professional certificate (專業證書) in industrial and civil construction (工業及民用建築) from Zhejiang University* (浙江大學) in China in January 1995. Mr. Lv obtained a qualification certificate for senior economist (高級經濟師) issued by the Office of Personnel of Zhejiang Province* (浙江省人事廳) of the PRC in December 2006. Mr. Lv also obtained a qualification certificate for senior engineer in construction engineering management issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in March 2013.

Mr. Lv Yaoneng held 204,000,000 domestic Shares of the Company, representing 38.25% of the total number of issued shares of the Company.

Mr. Lv Dazhong (呂達忠), aged 55, has over 35 years of experience in construction engineering industry. Mr. Lv has been an executive Director since 17 July 1996, being the date of incorporation of the Company. He was also appointed as the vice president of the Company since September 2009. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations. From September 1979 to December 1992, Mr. Lv worked at Tongxiang County Qitang Construction Agency* (桐鄉縣騎塘鄉建築社). From January 1993 to July 1996, he worked as the deputy general manager of Tongxiang County Qitang Construction Company* (桐鄉縣騎塘建築工程公司).

Mr. Lv Dazhong completed two years part-time studies in industrial and civil construction (工業及民用建築) at Zhejiang University of Technology* (浙江工業大學) in China in June 2004. Mr. Lv Dazhong obtained a qualification certificate for engineer issued by the Personnel Bureau of Jiaxing City* (嘉興市人事局) of the PRC in November 1994. He also obtained a qualification certificate for senior economist (高級經濟師) issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in January 2010.

Mr. Li Jinyan (李錦燕), aged 41, has over 20 years of experience in construction engineering industry. He has been an executive Director since 6 September 2011. He was also appointed as the vice president of the Company since September 2009. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations. From August 1994 to July 1995, he joined Tongxiang City Qitang Construction Company* (桐鄉市騎塘建築工程公司) as a technician and worked as deputy chief of production technology department of the same company from July 1995 to July 1996.

Mr. Li completed five and half years studies in construction engineering at Tongji University* (同濟大學) in China in December 2000. Mr. Li also obtained a qualification certificate for senior engineer in construction engineering issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in February 2011.

Mr. Lu Zhicheng (陸志城), aged 49, has over 27 years of experience in construction engineering industry. Mr. Lu has been an executive Director since 6 September 2011. He joined our Group as construction worker in July 1996 and was also appointed as the project manager of the Company since May 1998. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations, in particular with regard to project management of the Company. From May 1987 to May 1995, he worked at Tongxiang County Qitang Construction Agency* (桐鄉縣騎塘鄉建築社), while from May 1995 to July 1996, he worked at Tongxiang City Qitang Construction Company* (桐鄉市騎塘建築工程公司).

Mr. Lu completed two years studies in civil engineering at China University of Petroleum* (中國石油大學) in China in July 2006. He also obtained a qualification certificate for engineer issued by the Personnel Bureau of Jiaxing City* (嘉興市人事局) of the PRC in September 2009.

Mr. Shen Haiquan (沈海泉), aged 44, has over 15 years of experience in construction engineering industry. He has been an executive Director since 6 September 2011. He joined our Group as construction worker in September 1999 and was also appointed as the project manager of the Company since July 2012. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations, in particular with regard to project management of the Company. From April 2003 to June 2006, Mr. Shen worked as the manager of engineering department of Zhejiang Jujiang Real Estate Group Co., Ltd.* (浙江巨匠房地產集團有限公司).

Mr. Shen. Mr. Shen completed four years studies in industrial and civil construction (工業及民用建築) at Jiaxing College* (嘉興學院) in China in June 2004. He also completed two and half years studies via online distant learning in civil engineering at Wuhan University of Technology (武漢理工大學) in PRC in July 2011. Mr. Shen obtained a qualification certificate for senior engineer in construction issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in March 2013.

Mr. Zheng Gang (鄭剛), aged 49, has over 27 years of experience in construction engineering industry. Mr. Zheng has been an executive Director since 6 September 2011. He joined our Group as director of technology centre in October 2008 and was also appointed as the vice president of the Company since July 2011. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations. From September 1992 to December 1999, he worked as the director of testing room at Zhejiang Jiaxing Construction Installation Company Ltd.* (浙江嘉興建築安裝有限公司). From January 2001 to April 2003, he worked as director of testing centre at Zhejiang Zhongyuan Construction Company Ltd.* (浙江中元建設股份有限公司). From May 2003 to October 2006, he worked as the manager at Jiaxing City Zhongyuan Engineering Inspection Company Ltd.* (嘉興市中元工程檢驗有限責任公司). Mr. Zheng worked as the general manager of Jiaxing City Zhongxu Engineering Inspection Company Ltd.* (嘉興市中旭工程檢驗有限責任公司) and Jiaxing City Chunqiu Construction Engineering Inspection Company Ltd.* (嘉興市春秋建設工程檢測有限責任公司) from November 2006 to March 2008 and from April 2008 to September 2008, respectively.

Mr. Zheng completed two years studies in materials science and engineering majoring in building materials at Tongji University* (同濟大學) in China in July 1988. He also completed five and half years studies in industrial and civil construction (工業與民用建築) at Tongji University* (同濟大學) in China in December 1999. Mr. Zheng obtained a qualification certificate for senior engineer of professor grade in construction (建築施工專業教授級高級工程師) issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in April 2015.

Mr. Yu Jingxuan (余景選), aged 46, obtained a master's degree in management majoring in accounting from Shanghai University of Finance and Economics in February 2001, and a doctor's degree in management majoring in agricultural economics management from Northwest A&F University in June 2011. Mr. Yu has been an associate professor at the School of Accounting in Zhejiang University of Finance and Economics (浙江財經大學會計學院) ("ZUFE") since November 2004, and is currently the secretary and deputy officer to the financial management department of Party Branch Committee. He served as a teaching assistant from August 1993 to March 1999, and a lecturer from March 1999 to November 2004 in ZUFE.

Mr. Lin Tao (林濤), aged 42, has over 14 years of experience in the construction education. Mr. Lin has been an independent non-executive Director since 19 August 2015. He is primarily responsible for attending meetings of our Board to perform duties as a Board member, but not participating in the day-to-day management of our business operations. From July 1997 to August 1998, he worked as assistant architect at Ningbo Institute of Construction Design Company Ltd.* (寧波建築設計研究院有限公司). Since April 2001, he is a lecturer and assistant officer of faculty of Zhejiang University* (浙江大學) Faculty of Construction. Mr. Lin completed a bachelor's degree and a master degree in construction (建築學), and a doctoral degree in architectural design from Zhejiang University* (浙江大學) in the PRC in June 1997, March 2001 and June 2012, respectively. He was accredited as a class one registered architect by the Office of Personnel of Zhejiang Province* (浙江省人事廳) in September 2004. He is also a member of the Planning and Design Professional Committee* (規劃設計專業委員會) under the Zhejiang Province Village and Town Construction and Development Research Association* (浙江省村鎮建設與發展研究會) since August 2015.

Mr. Wong Ka Wai (王加威), aged 38, has been an independent non-executive Director since 19 August 2015. He is primarily responsible for attending meetings of our Board to perform duties as a Board member, but not participating in the day-to-day management of our business operations. From February 2017 to June 2017, he was an independent non-executive director of Green International Holdings Limited (Stock code: 2700), a company listed on the Main Board of the Stock Exchange. Mr. Wong has worked in various international accounting firms for over seven years. From January 2013 to March 2017, he is the chairman of Jai Dam Distribution (Hong Kong) Co. Ltd.. He is the chief financial officer and company secretary of the Ruifeng Power Group Company Limited (stock code: 2025) since May 2017. Mr. Wong obtained a bachelor's degree of business administration in accountancy from the City University of Hong Kong in November 2001. He was admitted as a member of the Association of Chartered Certified Accountants in 2009.

If the above candidates are appointed as Directors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the second session of the Board. The remuneration of the Directors are recommended by the Remuneration Committee of the Company and approved by the Board, having regard to their time commitment and responsibilities, the salaries paid by companies.

As at the Latest Practicable Date, save as disclosed above, the director candidates had confirmed that they (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of the candidates for independent non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

There is no other matter relating to the proposed appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the candidates for employee representative Supervisors elected at the AGM are set out below:

Mr. Lv Xingliang (呂興良), aged 45, completed three years studies in industrial and civil construction at Zhejiang Radio & Television University* (浙江廣播電視大學) in June 2001. He joined the Company as the deputy chief of the operation division in August 1996, and promoted to chief of the operation division in April 2001. He served as the manager of sales department of the Company from February 2006 to January 2014. He served as the standing deputy general manager of the sales centre of the Company from January 2014 to December 2016 and he is currently served as assistant to the president. Previously, he served as a budget forecaster of Tongxiang County Qitang Construction Company* (桐鄉縣騎塘建築工程公司), the predecessor of the Company, from December 1991 to August 1996.

Mr. Zou Jiangtao (鄒江滔), aged 40, has joined the Company since November 2000 and is currently serving as the manager of the Anhui branch office of the Company. He was appointed as an employee representative Supervisor since 25 December 2014. Mr. Zou Jiangtao completed four years studies in civil engineering at Zhuzhou Institute of Technology* (株洲工學院) in July 2000. Mr. Zou Jiangtao also obtained a qualification certificate for senior engineer in construction engineering issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in February 2011.

As at the Latest Practicable Date, save as disclosed above, the employee representative Supervisors (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the appointment of the employee representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the candidates for Shareholder representative Supervisors at the AGM are set out below:

Mr. Chen Xiangjiang (陳祥江), aged 59, has joined our Company as a Shareholder representative Supervisor since 19 August 2015. He was the head of factory of Zhejiang Longchang Leather Group Co., Ltd* (浙江龍昌皮革集團有限責任公司) from January 1991 to October 1998. He is a general manager of Zhejiang Xianglong Leather Co., Ltd. (浙江祥隆皮革有限公司) since October 1998. Mr. Chen completed secondary school at Nanri Secondary School* (南日中學) in PRC in 1975.

Mr. Zhu Jialian (朱家煉), aged 54, completed three years studies in Mathematics at Zhejiang Institute of Education* (浙江教育學院) in July 1989. Mr. Zhu has been the general manager of Zhejiang Yonghe Adhesive Products Co., Ltd* (浙江永和膠粘製品股份有限公司) since August 1998 and a director at Bank of Jiaxing since May 2007. Before that, he served as a biology teacher in Tongxiang City Gaoqiao Secondary School* (桐鄉市高橋中學) from July 1983 to June 1988 and the factory director of school-run factory of Tongxiang City Gaoqiao Secondary School* (桐鄉市高橋中學校辦廠) from June 1988 to August 1998.

If the above candidates are appointed as Supervisors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the second session of the board of Supervisors. The emolument of a Supervisor will be determined with reference to the remuneration policies of the Supervisors of the Company.

As at the Latest Practicable Date, save as disclosed above, the supervisor candidates (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the proposed appointment of Shareholder representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Jujiang Construction Group Co., Ltd. (the “Company”) will be held at Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong at 1:00 p.m. on Tuesday, 12 June 2018 for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2017.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2017.
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 2017.
4. 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.
5. To consider and, if thought fit, approve the resolution regarding the election of Directors of the second session of the Board (This resolution is effected by cumulative voting process):
 - 5.1 election of Mr. Lv Yaoneng as an executive Director of the Company;
 - 5.2 election of Mr. Lv Dazhong as an executive Director of the Company;
 - 5.3 election of Mr. Li Jinyan as an executive Director of the Company;
 - 5.4 election of Mr. Lu Zhicheng as an executive Director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- 5.5 election of Mr. Shen Haiquan as an executive Director of the Company;
 - 5.6 election of Mr. Zheng Gang as an executive Director of the Company;
 - 5.7 election of Mr. Yu Jingxuan as an independent non-executive Director of the Company;
 - 5.8 election of Mr. Lin Tao as an independent non-executive Director of the Company;
and
 - 5.9 election of Mr. Wong Ka Wai as an independent non-executive Director of the Company.
6. To consider and, if thought fit, approve the resolution regarding the election of Shareholder representative Supervisors of the second session of the board of Supervisors (This resolution is effected by cumulative voting process):
- 6.1 election of Mr. Zhu Jialian as a Shareholder representative Supervisor; and
 - 6.2 election of Mr. Chen Xiangjiang as a Shareholder representative Supervisor.
7. To authorise the Board to fix the remuneration of the Directors and Supervisors.

AS SPECIAL RESOLUTIONS

8. To give a general mandate to the Board to 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 and authorise the Board to make corresponding amendments to the articles of association of the Company (“Articles”) as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares pursuant to such mandate:

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Articles and the applicable laws and regulations of the People’s Republic of China, the exercise by the Board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional domestic shares and H shares of the company and to determine the terms and conditions for the allotment and issue of new shares including the following terms:
- (i) class and number of new shares to be issued;
 - (ii) issue price of new shares;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) starting and closing dates for the issue;
- (iv) class and number of new shares to be issued to existing shareholders of the Company; and
- (v) making or granting of offers, agreements and options which might require the exercise of such powers,

be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate number of the domestic shares and H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate number of the domestic shares and H shares of the Company in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles;
- (d) the Board shall only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and
- (e) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

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“**Rights Issue**” means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be and is hereby authorised to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”
9. To consider and approve the proposed public or non-public issuance of the corporate bonds with an aggregate principal of not exceeding RMB500 million (the “RMB Bonds”) with respect of each of the following:

9.1 Issue size of the RMB Bonds

The issue size of the RMB Bonds shall not exceed RMB500 million (inclusive of RMB500 million). The specific issuance size shall be determined by the Board or its authorized persons subject to the approval at the AGM based on the funding needs of the Company and the market conditions at the time of issuance within the aforesaid scope.

9.2 Arrangement on placement to existing shareholders of the Company;

The RMB Bonds will not be pre-emptively placed to the existing shareholders of the Company.

9.3 Types of bonds and maturity

The term of maturity of the issue of the RMB Bonds shall not exceed 3 years (inclusive of 3 years) and can be either single-term or multiple terms. The specific term structure of maturity and the issuance size of each type shall be determined by the Board or its authorized persons subject to the approval at the AGM based on the market conditions and the funding needs of the Company at the time of issuance.

9.4 Par value, bond interest rates and repayment method of principal and interest

The specific par value, bond interest rates and repayment method of principal and interest shall be determined by the Board or its authorized persons subject to the approval at the AGM together with the lead underwriter based on the market conditions at the time of issuance.

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9.5 Issue methods and issue targets

The RMB Bonds will be publicly or non-publicly issued in one or multiple tranches. The specific issuance method shall be determined by the Board or its authorized persons subject to the approval at the AGM together with the lead underwriter based on relevant requirements, the funding needs of the Company and the market conditions at the time of issuance. The issue targets are the qualified investors meeting the provisions of relevant laws and regulations.

9.6 Guarantee arrangement

The RMB Bonds will be guaranteed by the controlling shareholder of the Company.

9.7 Redemption terms or repurchase terms

The specific redemption terms or repurchase terms shall be determined by the Board or its authorized persons subject to the approval at the AGM.

9.8 Use of proceeds

The proceeds raised from the issuance of the RMB Bonds are intended to be supplementing the working capital of the Group and/or replacing loans of the Group from financial institutions. The specific use of proceeds shall be adjusted based on the debt structure and determined based on the funding needs of the Company by the Board or its authorized persons subject to the approval at the AGM.

9.9 Place of listing

Subject to satisfying the prerequisites of listing, the Company will submit an application regarding the listing of the RMB Bonds for trading to the Shanghai Stock Exchange as soon as possible after the issuance of the RMB Bonds.

9.10 Validity of the resolution

The resolutions of the issuance of the RMB Bonds at the general meeting shall be effective for 24 months from the date of approval at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and, if thought fit, to approve authorizing the Board and consent that the Board may authorize other person(s) as the authorized person(s) for the public or non-public issuance of the RMB Bonds to, on behalf of the Company, deal with the matters related to the public or non-public issuance of the RMB Bonds according to the resolution(s) of the AGM and the authorization by the Board.

The foregoing authorization is valid from the date of approval at the AGM to the date when the authorized matters are completed.

Yours faithfully
For and on behalf of the Board
Jujiang Construction Group Co., Ltd.
Mr. Lv Yaoneng
Chairman

Zhejiang Province, the PRC, 27 April 2018

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Saturday, 12 May 2018 to Tuesday, 12 June 2018 (both days inclusive), during which period no transfer of H shares of the Company can be registered. Holders of H shares and domestic shares whose names appear on the registers of members of the Company on Saturday, 12 May 2018 shall be entitled to attend and vote at the AGM. For holders of H shares who intend to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Tricor Investor Services Ltd. at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 11 May 2018.
3. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand, by fax or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Wednesday, 23 May 2018.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.
5. In order to be valid, the proxy form for the AGM 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 AGM (or any adjournment thereof) for taking the poll. 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 AGM or any adjourned meetings should they so wish.

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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.

A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

6. 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.
7. Shareholders or their proxies shall provide their identity documents when attending the AGM.
8. The address of the headquarters in the PRC of the Company is No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, PRC.
9. Shareholders who attend the AGM shall bear their own traveling and accommodation expense.
10. Regarding resolutions number 5 and 6, cumulative voting system will be used. The term "cumulative voting" means that, when the Shareholders' meeting is electing directors or supervisors, each Share represents the voting rights equivalent to the number of the directors or supervisors to be elected. The voting rights owned by Shareholders can be used in a concentrated manner. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons. When the total votes cast by a Shareholder on some candidate Directors or Supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder for some candidate Directors or Supervisors are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes will be regarded as abstain votes. Where the "For" votes cast for a particular candidate for Director or Supervisor are more than half of the total number of shares held by all Shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have been elected. Where the elected Directors or Supervisors at the general meeting are less than Directors or Supervisors to be elected, new rounds of voting are required to be held for election of the remaining Directors or Supervisors until the number of Directors or Supervisors to be elected is fulfilled. When holding a new round of voting for electing Directors or Supervisors in accordance with the aforesaid matters, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.