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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)

POLL RESULTS OF THE EGM AND THE CLASS MEETINGS

Reference is made to the circular (the “**Circular**”) of the Company dated 7 November 2016 and the notices dated 9 September 2016, the revised notices dated 7 October 2016, and the supplemental notices dated 11 November 2016 of Jujiang Construction Group Co., Ltd. (the “**Company**”) regarding the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting (the “**Class Meetings**”) held on Thursday, 24 November 2016. Terms used but not defined in this announcement shall have the same meanings as defined in the Circular.

The Board of the Company is pleased to announce that the EGM and the Class Meetings were held on Thursday, 24 November 2016 at the conference room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong.

As at the date of the EGM and the Class Meetings, the total number of Shares entitling the holders to attend and vote for or against the resolutions (other than ordinary resolutions numbered (20) and (21)) at the EGM, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting were 533,360,000 Shares, 400,000,000 Domestic Shares and 133,360,000 H Shares, respectively. As explained in the Circular, Jujiang Holdings, being the controlling shareholder of the Company and one of the parties to the 2016 Master Agreement, it and its associates, who together held 204,000,000 Shares, representing 38.25% of the issued share capital of the Company as at the date of the EGM, were required to, and did, abstain from voting in relation to the ordinary resolutions (20) and (21). Accordingly, there were in aggregate 329,360,000 Shares entitling the holders of which to attend and vote for or against the ordinary resolutions (20) and (21) at the EGM.

The Shareholders in attendance either in person or by proxy at the EGM, held a total of 413,832,258 Shares, representing 77.59% of the Company's total Shares with voting rights. The holders of the Domestic Shares in attendance either in person or by proxy at the Domestic Shareholders' Class Meeting, held a total of 400,000,00 Domestic Shares, representing 100.00% of the Company's total Domestic Shares with voting rights. The holders of H Shares in attendance either in person or by proxy at the H Shareholders' Class Meeting, held a total of 13,828,258 H Shares, representing 10.37% of the Company's total H Shares with voting rights. Save as disclosed above, there were no Shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the EGM or the Class Meetings and no Shareholder was required to abstain from voting at the EGM or the Class Meetings. No party has stated his or her intention in the Circular to vote against the resolutions proposed at the EGM or the Class Meetings or to abstain from voting.

The EGM and the Class Meetings were legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The EGM and the Class Meetings were chaired by Mr. Lv Yaoneng, an executive Director and the chairman (the "Chairman") of the Board.

POLL RESULTS OF THE EGM

At the EGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows

Special Resolutions		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposal of the initial public offering of A shares (the following resolutions to be voted item by item)			
	1.1 To consider and approve class of shares to be issued	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.2 To consider and approve nominal value per share	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.3 To consider and approve proposed stock exchange for the listing of the A Shares	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.4 To consider and approve offering size	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.5 To consider and approve target subscriber	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)

	1.6 To consider and approve method of offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.7 To consider and approve pricing methodology	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.8 To consider and approve form of underwriting	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.9 To consider and approve time of issuance	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.10 To consider and approve conversion of the Company into a joint stock company with limited liability and overseas listed shares	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.11 To consider and approve validity period of the resolutions for the proposal of the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
2.	To consider and approve the feasibility analysis report on the use of proceeds from the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
3.	To consider and approve the undertakings to be given for the purpose of the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
4.	To consider and approve the accumulated profit distribution plan before the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
5.	To consider and approve the dividend return plan within three years after the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
6.	To consider and approve the dilution of immediate return plan arising from the A Share Offering and remedial measures	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
7.	To consider and approve the price stabilisation plan for the A Shares within three years after the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
8.	to consider and approve the proposed amendments to the articles of association of the Company (as set out in appendix V to the Circular and the appendix 1 to the supplemental notice of EGM dated 11 November 2016) and adoption of the rules of procedures of the general meetings (as set out in appendix VI to the Circular and the appendix 2 to the supplemental notice of EGM dated 11 November 2016), the Board of Directors and the board of supervisors of the Company and other corporate governance procedures in preparation for the A Share	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)

	Offering and with effect upon the approval by the Shareholders at the extraordinary general meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting of the Company			
9.	To consider and approve the proposed adoption of the draft articles of association of the Company (as set out in appendix X to the Circular and the appendix 3 to the supplemental notice of EGM dated 11 November 2016) with effect upon the listing of the A Shares on the Shanghai Stock Exchange	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
10.	To consider and approve the grant of authorization to the Board to implement the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
11.	To consider and approve the report on the use of proceeds of the initial public offering of the Company's H shares globally and listing of such H shares on the Stock Exchange of Hong Kong Limited on 12 January 2016	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
Ordinary Resolution		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
12.	To consider and approve the report on internal control assessment	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
13.	To consider and approve the appointment of AJ Securities Company Limited* (愛建證券有限責任公司) as the sponsor and lead underwriter in relation to the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
14.	To consider and approve the appointment of All Bright Law Offices as the legal advisor of the PRC in relation to the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
15.	To consider and approve the appointment of Ernst & Young Hua Ming LLP as the Company's auditor in relation to the A Share Offering	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
16.	To consider and approve the appointment of Mr. Yu Jingxuan (余景選) as an independent non-executive Director to hold office from the date on which this resolution is passed until the end of the first session of the Board in 2017 and	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)

	to authorize any one executive Director to enter into a service contract on behalf of the Company with Mr. Yu Jingxuan on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters			
17.	To consider and approve the appointment of Mr. Zhu Jialian (朱家煉) as shareholder representative supervisor of the first session of the supervisory committee of the Company to hold office from the date on which this resolution is passed until the end of first session of the supervisory committee of the Company in 2017 and to authorise any one executive Director to enter into a service contract on behalf of the Company with Mr. Zhu Jialian on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
18.	To consider and approve the establishment of the strategic committee of the Company	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
19.	To consider and approve confirmation of connected transactions of the company for the year of 2013, 2014, 2015 and for the six months ended 30 June 2016	413,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
20.	To consider and approve, confirm and ratify the 2016 Master Agreement (a copy of which is tabled at the EGM marked "A" and initialled by the Chairman of the meeting for identification purpose) entered into between the Company and Jujiang Holdings in relation to the provision of construction contracting services by the Group to Jujiang Holdings, its subsidiaries and their associates (other than our Group), and the continuing connected transactions contemplated thereunder and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions	209,832,258 (100.00%)	0 (0.00%)	0 (0.00%)
21.	To consider and approve, confirm and ratify the Revised Annual Caps as contemplated under the	209,832,258 (100.00%)	0 (0.00%)	0 (0.00%)

2016 Master Agreement for each of the three years ending 31 December 2018 and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions			
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As more than two-thirds of the votes were cast in favour of each of the special resolutions numbered 1 to 11, these resolutions were duly passed as special resolutions of the Company at the EGM.

As more than one-half of the votes were cast in favour of each of the ordinary resolutions numbered 12 to 21, these resolutions were duly passed as ordinary resolutions of the Company at the EGM.

POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

At the Domestic Shareholders' Class Meeting, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

Special Resolutions		No. of Shares Actually Voted (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposal of the initial public offering of A shares (the following resolutions to be voted item by item)			
	1.1 To consider and approve class of shares to be issued	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.2 To consider and approve nominal value per share	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.3 To consider and approve proposed stock exchange for the listing of the A Shares	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.4 To consider and approve offering size	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.5 To consider and approve target subscriber	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)

	1.6 To consider and approve method of offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.7 To consider and approve pricing methodology	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.8 To consider and approve form of underwriting	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.9 To consider and approve time of issuance	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.10 To consider and approve conversion of the Company into a joint stock company with limited liability and overseas listed shares	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
	1.11 To consider and approve validity period of the resolutions for the proposal of the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
2.	To consider and approve the feasibility analysis report on the use of proceeds from the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
3.	To consider and approve the undertakings to be given for the purpose of the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
4.	To consider and approve the accumulated profit distribution plan before the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
5.	To consider and approve the dividend return plan within three years after the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
6.	To consider and approve the dilution of immediate return plan arising from the A Share Offering and remedial measures	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
7.	To consider and approve the price stabilisation plan for the A Shares within three years after the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
8.	to consider and approve the proposed amendments to the articles of association of the Company (as set out in appendix V to the Circular and the appendix 1 to the supplemental notice of Domestic Shareholders' Class Meeting dated 11 November 2016) and adoption of the rules of procedures of the general meetings (as set out in appendix VI to the Circular and the appendix 2 to the supplemental notice of Domestic Shareholders' Class Meeting dated 11 November 2016), the Board of Directors and the board of supervisors of the Company and other	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)

	corporate governance procedures in preparation for the A Share Offering and with effect upon the approval by the Shareholders at the extraordinary general meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting of the Company			
9.	To consider and approve the proposed adoption of the draft articles of association of the Company (as set out in appendix X to the Circular and the appendix 3 to the supplemental notice of Domestic Shareholders' Class Meeting dated 11 November 2016) with effect upon the listing of the A Shares on the Shanghai Stock Exchange	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
10.	To consider and approve the grant of authorization to the Board to implement the A Share Offering	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)
11.	To consider and approve the report on the use of proceeds of the initial public offering of the Company's H shares globally and listing of such H shares on the Stock Exchange of Hong Kong Limited on 12 January 2016	400,000,000 (100.00%)	0 (0.00%)	0 (0.00%)

As more than two-thirds of the votes were cast in favour of each of the special resolutions numbered 1 to 11, these resolutions were duly passed as special resolutions of the Company at the Domestic Shareholders' Class Meeting.

POLL RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

At the H Shareholders' Class Meeting, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

Special Resolutions		No. of Shares Actually Voted (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposal of the initial public offering of A shares (the following resolutions to be voted item by item)			

	1.1 To consider and approve class of shares to be issued	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.2 To consider and approve nominal value per share	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.3 To consider and approve proposed stock exchange for the listing of the A Shares	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.4 To consider and approve offering size	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.5 To consider and approve target subscriber	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.6 To consider and approve method of offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.7 To consider and approve pricing methodology	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.8 To consider and approve form of underwriting	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.9 To consider and approve time of issuance	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.10 To consider and approve conversion of the Company into a joint stock company with limited liability and overseas listed shares	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
	1.11 To consider and approve validity period of the resolutions for the proposal of the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
2.	To consider and approve the feasibility analysis report on the use of proceeds from the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
3.	To consider and approve the undertakings to be given for the purpose of the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
4.	To consider and approve the accumulated profit distribution plan before the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)

5.	To consider and approve the dividend return plan within three years after the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
6.	To consider and approve the dilution of immediate return plan arising from the A Share Offering and remedial measures	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
7.	To consider and approve the price stabilisation plan for the A Shares within three years after the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
8.	to consider and approve the proposed amendments to the articles of association of the Company (as set out in appendix V to the Circular and the appendix 1 to the supplemental notice of H Shareholders' Class Meeting dated 11 November 2016) and adoption of the rules of procedures of the general meetings (as set out in appendix VI to the Circular and the appendix 2 to the supplemental notice of H Shareholders' Class Meeting dated 11 November 2016), the Board of Directors and the board of supervisors of the Company and other corporate governance procedures in preparation for the A Share Offering and with effect upon the approval by the Shareholders at the extraordinary general meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting of the Company	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
9.	To consider and approve the proposed adoption of the draft articles of association of the Company (as set out in appendix X to the Circular and the appendix 3 to the supplemental notice of H Shareholders' Class Meeting dated 11 November 2016) with effect upon the listing of the A Shares on the Shanghai Stock Exchange	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
10.	To consider and approve the grant of authorization to the Board to implement the A Share Offering	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)
11.	To consider and approve the report on the use of proceeds of the initial public offering of the Company's H shares globally and listing of such H shares on the Stock Exchange of Hong Kong Limited on 12 January 2016	13,828,258 (100.00%)	0 (0.00%)	0 (0.00%)

As more than two-thirds of the votes were cast in favour of each of the special resolutions numbered 1 to 11, these resolutions were duly passed as special resolutions of the Company at the H Shareholders' Class Meeting.

In compliance with the requirements of the Listing Rules, Tricor Investor Services Ltd, the Company's H Share registrar, acted as scrutineer for the vote-taking at the EGM and the Class Meetings.

By order of the Board of Directors
Jujiang Construction Group Co., Ltd.
Mr. Lv Yaoneng
Chairman

Zhejiang Province, the PRC, 25 November 2016

As of the date of this announcement, the Board of the Company comprises Mr. Lv Yaoneng, Mr. Lv Dazhong, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang, as executive Directors; and Mr. Yu Jingxuan, Mr. Lin Tao, and Mr. Wong Kai Wai, as independent non-executive Directors.