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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental notice should be read together with the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of Jujiang Construction Group Co., Ltd. (the “**Company**”) dated 11 April 2016. In accordance with the Articles of Association, the board of directors of the Company has resolved that an additional resolution (specified as special resolution no. 8 below) proposed by a Shareholder who held more than 5% of the shares of the Company as at the date of this notice shall be tabled before the forthcoming AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held at the same date, time and venue stated in the Notice. In addition to the resolutions stated in the Notice, the Company will consider and, if thought fit, pass the following additional resolutions at the AGM in addition to the resolutions set out in the Notice (unless otherwise indicated, capitalized terms used in this supplemental notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 11 April 2016 (the “**Circular**”)):

AS SPECIAL RESOLUTION

8. To consider and approve the proposed amendments to the articles of association of the Company (the “**Articles**”) (details of which are set out in Appendix 1 of this supplemental notice), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute

all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles.

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

Zhejiang Province, the PRC, 6 May 2016

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 and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Wednesday, 27 April 2016 to Thursday, 26 May 2016 (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 Wednesday, 27 April 2016 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 Tuesday, 26 April 2016.
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 Friday, 6 May 2016.
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. The form of proxy which relates to the resolutions set out in the Notice (the "**Original Proxy Form**") does not include the new special resolution no.8 set out in this supplemental notice. Accordingly, a revised form of proxy (the "**Revised Proxy Form**") is prepared by the Company and is enclosed herewith.

In order to be valid, the Revised 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 Revised 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 Revised Proxy Form. Completion and return of the Revised Proxy Form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

For shareholders who have lodged the Original Proxy Form to the share registrar of the Company, please be reminded that:

- (a) Where a shareholder has not returned the Revised Proxy Form to the share registrar of the Company, the Original Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such shareholder. The proxy appointed by the shareholder in such manner shall be entitled to vote or abstain from voting at his/her discretion on any resolutions properly and duly put to the AGM other than those instructed in the Original Proxy Form, including the new special resolution no.8 set out in this supplemental notice.
- (b) Where a shareholder has returned the Revised Proxy Form to the share registrar of the Company 24 hours before the time scheduled for holding the AGM, the Original Proxy Form returned shall be revoked and substituted by the Revised Proxy Form and the Revised Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such shareholder.
- (c) Where a shareholder has returned the Revised Proxy Form to the share registrar of the Company less than 24 hours before the time scheduled for holding the AGM, the Revised Proxy Form shall be deemed invalid and the Original Proxy Form returned by such shareholder shall also be revoked. The votes of the proxy purported to be appointed by the invalid or revoked proxy form (whether the Original Proxy Form or the Revised Proxy Form) will not be counted in the votes in respect of the resolutions proposed. Accordingly, shareholders are advised not to return the Revised Proxy Form after the deadline. In the event that such shareholder wishes to vote at the meeting, he/she shall attend and vote at the meeting in person

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.

As of the date of this notice, 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. Xu Guoqiang, Mr. Lin Tao, and Mr. Wong Kai Wai, as independent non-executive Directors.

Appendix 1

The special resolution on the amendment of the Articles, details of which are set out as follows:

Article 1

which originally read as:

“Jujiang Construction Group Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock company with limited liability in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws and administrative regulations in China. The Articles of Association are formulated in accordance with the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinion Circular”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), and other laws and administrative regulations.

Zhejiang Jiaying Jujiang Construct Group Co., Ltd. Was established on 17 July 1996 and its name was changed to Jujiang Construction Co., Ltd. On 12 November 2008. On 29 December 2014, it was converted to a jointed stock company, with its original shareholders as the promoters of the joint stock company, namely, Zhejiang Jujiang Holding Co., Ltd. and Zhejiang Jujiang Equity Investment Management Co., Ltd.

On 30 October 2015, the company obtained the CSRC’s approve Jujiang Construction Group Co., Ltd. issuing overseas listed foreign capital stocks. After the listing in Hong Kong Stock Exchange on 12 January 2016, the company registration will be relocated to the Zhejiang Provincial Administration of Industry and Commerce”

is amended as follows:

“Jujiang Construction Group Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock company with limited liability in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws and administrative regulations in China. The Articles of Association are formulated in accordance with the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinion Circular”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), and other laws and administrative regulations.

Zhejiang Jiaxing Jujiang Construct Group Co., Ltd. was established on 17 July 1996 and its name was changed to Jujiang Construction Co., Ltd. on 12 November 2008. On 29 December 2014, it was converted to a jointed stock company, with its original shareholders as the promoters of the joint stock company, namely, Zhejiang Jujiang Holding Co., Ltd. and Zhejiang Jujiang Equity Investment Management Co., Ltd.

On 30 October 2015, the company obtained the CSRC's approval in relation to Jujiang Construction Group Co., Ltd. issuing overseas listed foreign capital stocks and the Company is listed on the Stock Exchange on 12 January 2016, the company registration is relocated to the Zhejiang Provincial Administration of Industry and Commerce."

Article 69

which originally read as:

"At the annual general meeting held by the Company, shareholders severally or jointly holding 5% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company. The Company shall place such resolutions on the agenda for such meeting if they are matters falling within the scope of duties of the Shareholders Meeting."

is amended as follows:

"At the annual general meeting held by the Company, shareholders severally or jointly holding 3% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company. The Company shall place such resolutions on the agenda for such meeting if they are matters falling within the scope of duties of the Shareholders Meeting."

Article 108

which originally read as:

"The Board of Directors shall meet regularly and at least 4 Board meetings shall be held each year, approximately once for each quarter. The Board meetings shall be convened by the Chairman and notice of 10 days shall be given of a regular Board meeting to give all Directors an opportunity to attend. For any other Board meetings to be convened to discuss any emergency matters, such meetings shall be convened by 3 or more Directors or the Chairman and a reasonable notice in accordance with the article 109 of this Chapter shall be given. A regular Board meeting does not include the practice of obtaining the consent of the Board of Directors through the circulation of written resolutions."

is amended as follows:

"The Board of Directors shall meet regularly and at least 2 Board meetings shall be held each year. The Board meetings shall be convened by the Chairman and notice of 14 days shall be given of a regular Board meeting to give all Directors an opportunity to attend. For any other Board meetings to be convened to discuss any emergency matters, such meetings shall be convened by 3 or more Directors or the Chairman or manager of the Company and a reasonable notice in accordance with the article 109 of this Chapter shall be given. A regular Board meeting does not include the practice of obtaining the consent of the Board of Directors through the circulation of written resolutions."

Article 127

which originally read as:

“The Board of Supervisors shall consist of one shareholder representatives, one employee representative of the Company and two employees outside the company. The shareholder representatives shall be elected and removed by the Shareholders’ Meeting and the employee representatives shall be democratically elected and removed by employees of the Company.

The chairman of the Board of Supervisors shall elected by more than half of all the supervisors. The chairman convenes and conducts meetings of the supervisory board. If the chairman cannot or does not carry out his duties, more than half of the supervisors will nominate a supervisor to convene and conduct the meeting.”

is amended as follows:

“The Board of Supervisors shall consist of two shareholder representatives which shall be elected by the Shareholder Meeting and two employee representatives of the Company which shall be democratically elected by employees of the Company.

The chairman of the Board of Supervisors shall be elected or removed by more than half of all the Supervisors. The chairman of the Board of Supervisors convenes and conducts meetings of the Board of Supervisors. If the chairman of the Board of Supervisors cannot or does not carry out his duties, more than half of the Supervisors will nominate a Supervisor to convene and conduct the meeting of the Board of Supervisors.”

Article 199

which originally read as:

“The Articles of Association are prepared in both Chinese and English versions. In the case of any discrepancies between these versions, the Chinese version last approved by and registered with the Administration for Industry and Commerce of Jiaxing City, Zhejiang Province shall prevail.”

is amended as follows:

“The Articles of Association are prepared in both Chinese and English versions. In the case of any discrepancies between these versions, the Chinese version last approved by and registered with the Zhejiang Provincial Administration for Industry & Commerce shall prevail.”

The above proposed amendment to Articles 1, 69, 108, 127 and 199 of the Articles is to update the descriptions of the Company in accordance with circumstances of the Company and is pursuant to the instructions from Zhejiang Provincial Administration for Industry & Commerce (浙江省工商行政管理局) for the purpose of company registration at Zhejiang Provincial Administration for Industry & Commerce. The above proposed amendments and the proposed amendments to the Articles as set forth in the Circular shall come into effect upon (i) the passing of a special resolution at the AGM; and (ii) obtaining the approval and registration by the relevant government and regulatory authorities in the PRC.

Shareholders are advised that the English translation of the proposed amendments to the Articles set forth above and in the Circular is for reference only. In case of any inconsistency, the Chinese version shall prevail.