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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)

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 2:00 p.m. on Friday, 19 May 2017 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 2016.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2016.
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 2016.
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 authorise the Board to fix the remuneration of the Directors and Supervisors.

AS SPECIAL RESOLUTIONS

6. 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;
- (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 nominal amounts 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 nominal amounts 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.

“**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.”

7. To consider and approve the proposed 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:

- 7.1 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.

- 7.2 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.

- 7.3 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.

- 7.4 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.

- 7.5 Issue methods and issue targets

The RMB Bonds will be 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.

7.6 Guarantee arrangement

The RMB Bonds will be unconditionally and irrevocably guaranteed in full with joint liabilities by a guarantee company which is an independent third party.

7.7 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.

7.8 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.

7.9 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.

7.10 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.

8. 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 non-public issuance of the RMB Bonds to, on behalf of the Company, deal with the matters related to the 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.

9. To consider and approve the proposed non-public issuance of the corporate bonds with an aggregate principal of not exceeding USD100 million (the “USD Bonds”) with respect of each of the following:

9.1 Issue size of the USD Bonds

The issue size of the USD Bonds shall not exceed USD100 million (inclusive of USD100 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 Types of bonds and maturity

The term of maturity of the issue of the USD 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.

9.3 Par value, issue price, bond interest rates and repayment method of principal and interest

The USD Bonds are fixed interest bonds. The specific par value, issue price and bond interest rates 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. Interests are to be paid every half year, the entire principal is to be repaid at one time at maturity, the final interests installment are to be paid together with the principal.

9.4 Issue methods and issue targets

The USD Bonds will be 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.

9.5 Guarantee arrangement

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

9.6 Settlement System

The USD Bonds will be settled on Euroclear System and Clearstream.

9.7 Method of remittance of proceeds and use of proceeds

Proceeds from this issuance is expected to be remitted back to the PRC via either inter-company loan or direct remittance from foreign account of the Company to domestic account of the Company for usage in the PRC. The net proceeds after deducting issuance expenses is mainly expected to be for the domestic bank loans repayment, working capital support etc. 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.

9.8 Underwriting method

The balance of the USD Bonds will be underwritten by the lead underwriter or syndicate organized by the lead underwriter.

9.9 Place of listing

Subject to satisfying the prerequisites of listing, the Company will submit an application regarding the listing of the USD Bonds for trading to The Stock Exchange of Hong Kong Limited as soon as possible after the issuance of the USD Bonds.

9.10 Validity of the resolution

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

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 non-public issuance of the USD Bonds to, on behalf of the Company, deal with the matters related to the non-public issuance of the USD 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, 3 April 2017

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 Thursday, 20 April 2017 to Friday, 19 May 2017 (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 Thursday, 20 April 2017 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 Wednesday, 19 April 2017.
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 Saturday, 29 April 2017.
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.

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 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.