

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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 Voeux Road Central, Central, Hong Kong at 1:00 p.m. on Tuesday, 20 March 2018 for the purpose of considering and, if thought fit, passing the following special resolutions:

1. To consider and approve the proposed issuance of the corporate bonds with an aggregate principal of not exceeding USD200 million (the “**Corporate Bonds**”) with respect of each of the following:

- 1.1 Issue size of the Corporate Bonds

The issue size of the Corporate Bonds shall not exceed USD200 million (inclusive of USD200 million). The specific issuance size shall be determined by the Board or its authorized persons subject to the approval at the EGM based on the funding needs of the Company and the market conditions at the time of issuance within the aforesaid scope.

- 1.2 Types of bonds and maturity

The term of maturity of the issue of the Corporate Bonds shall not exceed 5 years (inclusive of 5 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 EGM based on the market conditions and the funding needs of the Company at the time of issuance.

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

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 EGM together with the lead underwriter based on the market conditions at the time of issuance.

1.4 Issue methods and issue targets

The Corporate Bonds will be issued in one or multiple tranches through public issue or non-public issue. The specific issuance method shall be determined by the Board or its authorized persons subject to the approval at the EGM 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.

1.5 Guarantee arrangement

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

1.6 Settlement System

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

1.7 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 EGM.

1.8 Underwriting method

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

1.9 Place of listing

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

1.10 Validity of the resolution

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

2. 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 issuance of the Corporate Bonds to, on behalf of the Company, deal with the matters related to the issuance of the USD Bonds according to the resolution(s) of the EGM and the authorization by the Board.

The foregoing authorization is valid from the date of approval at the EGM 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, 2 February 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 Sunday, 18 February 2018 to Tuesday, 20 March, 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 Monday, 19 February 2018, shall be entitled to attend and vote at the EGM. For holders of H shares who intend to attend and vote at the EGM, 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 Thursday, 15 February 2018.
3. Shareholders who intend to attend the EGM 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, 28 February 2018.

4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
5. In order to be valid, the proxy form for the EGM 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 EGM (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 EGM 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 EGM.
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 EGM 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.