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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)

**PROPOSED ISSUANCE OF CORPORATE BONDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the EGM to 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, is set out on pages 10 to 13 of this circular.

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.

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. 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.

2 February 2018

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DEFINITIONS

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

“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
“Corporate Bonds”	the corporate bonds proposed to be issued with an aggregate principal of not exceeding USD200 million
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Shares”	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
“EGM”	the extraordinary general meeting of the Company to be convened and 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, notice of which is set out on pages 10 to 13 of this circular, and any adjournment thereof
“Euroclear”	Euroclear System, a global clearing and settlement system for securities

DEFINITIONS

“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 value 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”	1 February 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
“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

DEFINITIONS

“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

2 February 2018

To the Shareholders,

Dear Sir or Madam,

**PROPOSED ISSUANCE OF CORPORATE BONDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for proposed issuance of Corporate Bonds in the notices of EGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the EGM.

LETTER FROM THE BOARD

According to the laws of the PRC and the articles of association of the Company, the proposed issue of the Corporate Bonds is subject to the approval of the Shareholders by way of special resolutions and the approval from the relevant PRC regulatory authorities.

II. PROPOSED ISSUANCE OF CORPORATE BOND

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 issue of the Corporate Bonds as and when the Board considers fit. Details of the Corporate Bonds are set out as follows:

- | | |
|---|---|
| 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. |
| 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. |
| 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 and other factors at the time of issuance. |
| 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. |
| 5. Guarantee arrangement | The Corporate Bonds will be guaranteed by the controlling shareholder of the Company. |
| 6. Settlement system | The Corporate Bonds will be settled on Euroclear and Clearstream |

LETTER FROM THE BOARD

- | | | |
|-----|--|---|
| 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. |
| 8. | Underwriting method | The balance of the Corporate Bonds will be underwritten by the lead underwriter or syndicate organized by the lead underwriter. |
| 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 the Stock Exchange as soon as possible after the issuance of the Corporate Bonds. |
| 10. | Validity of the resolution | The resolution(s) 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 |

Granting of authorization to the Board or the person(s) authorized by the Board to handle matters relating to the issuance of the Corporate Bonds

It is proposed that a special resolution be proposed to the Shareholders at the EGM to authorize the Board to undertake precautionary measures if it is anticipated that the Company may fail to repay the principal of and/or interest on the Corporate Bonds or the Company is in any default on the principal and/or interest payments of the Corporate Bonds upon maturity, including but not limited to:

- (a) distribute no profits to the Shareholders;
- (b) temporarily withhold the implementation of projects involving capital expenditures such as significant outbound investments and mergers and acquisitions;
- (c) reduce or suspend the payment of salaries and bonuses to the Directors and the senior management of the Company; and
- (d) disapprove any job transfer of the key responsible personnel.

The foregoing authorization shall be valid and effective from the date of approval at the EGM until the date of completion of the abovementioned authorized matters.

LETTER FROM THE BOARD

To ensure the smooth issuance of the proposed Corporate Bonds, it is proposed that the Board or the person(s) authorized by the Board be generally and unconditionally authorized at the EGM to handle all matters relating to the issuance of the bonds, which includes but not limited to the following:

- (1) To formulate a specific proposal on the issuance of the Corporate Bonds, and to amend and modify the terms of the issuance of the Corporate Bonds pursuant to the State laws, regulations and relevant rules of the securities regulatory authorities as well as the resolutions passed at the general meeting of the Company and in line with the actual conditions of the Company and the market, including but not limited to all matters in relation to the terms of the issuance such as the specific issue size, the maturity of the bonds, the type of the bonds, the clawback mechanism, the interest rate of the bonds and the method of determination of the same, the timing of issuance (including the number of tranches), whether guarantee is offered and the guarantee plan, whether innovative provisions such as put and call provisions shall be established, rating arrangements, specific application and subscription methods, specific placing arrangements, the terms and methods of repayment of the principal and interests thereon, the listing of the bonds, the termination of the issuance, and the use of the proceeds;
- (2) To engage intermediaries to handle the reporting matters relating to the application for the issuance of the Corporate Bonds as well as the listing matters of the Corporate Bonds issued after the completion of such issuance, including but not limited to the authorization, signing, execution, revision, completion of all necessary documents, contracts, agreements, pacts, announcements of all kinds and other legal documents in connection with the issuance and listing of the Corporate Bonds, as well as the disclosure of relevant information according to the laws, regulations and other normative documents;
- (3) To select a bond trustee manager for the issuance of the Corporate Bonds, sign a Bond Trusteeship Agreement (《債券受托管理協議》) and formulate the Rules for Bondholders' Meetings (《債券持有人會議規則》);
- (4) To make corresponding modifications on relevant matters, such as the specific proposal on the issuance of the Corporate Bonds based on the opinion of the regulatory authorities, or to determine whether the issuance of the Corporate Bonds shall be proceeded based on the actual conditions, in case of any changes in the policy of the regulatory authorities governing the issuance of the Corporate Bonds or changes in the market condition, except for matters which are subject to re-voting at the general meeting as provided by the laws, regulations and the Articles of Association of the Company;
- (5) To handle all other necessary matters in relation to the issuance and listing of the Corporate Bonds.

The foregoing authorization shall be valid from the date of consideration and approval at the general meeting until the date of completion of the abovementioned authorized matters.

LETTER FROM THE BOARD

BENEFITS OF AND REASONS FOR THE ISSUANCE OF THE CORPORATE BONDS AND DEBT INSTRUMENTS

The Board believes that the proposed issuance of the Corporate Bonds and the matters thereunder can further optimize the debt structure of the Company, expand the financing channels of the Company as well as lower the finance costs, and such proposed issuance is also expected to provide working capital for the Company.

III. WARNING

The issuance of the Corporate 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.

IV. EGM

A notice convening the EGM to 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, is set out on pages 10 to 13 of this circular.

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.

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. 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.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM 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.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the Latest Practicable Date, none of the Shareholders or any of their respective associates is materially interested in the issuance of the Corporate Bonds and the matters thereunder. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the issuance of the Corporate Bonds and the matters thereunder at the EGM by virtue of the Listing Rules.

LETTER FROM THE BOARD

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.

Recommendations

The Directors consider that the proposed issuance of Corporate Bond is 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 EGM.

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

NOTICE OF EXTRAORDINARY 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 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.