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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)

- (1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 11 JUNE 2024;**
(2) DISTRIBUTION OF FINAL DIVIDEND FOR 2023;
(3) RETIREMENT OF DIRECTORS;
(4) ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS; AND
**(5) ELECTION AND RE-ELECTION OF MEMBERS OF THE BOARD
COMMITTEES**

The Board is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM on 11 June 2024.

At the AGM, the resolution regarding the proposed final dividend of the Company for 2023 was duly approved by the Shareholders. The expected payment date of final dividend of the Company for 2023 to Shareholders is 26 July 2024.

References are made to the notice (the “**Notice of AGM**”) of the annual general meeting (the “**AGM**”) of Jujiang Construction Group Co., Ltd. (the “**Company**”) and the circular of the Company (the “**Circular**”) both dated 24 April 2024. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM held at Room 1610, 16/F, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui, Hong Kong on 11 June 2024. The AGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC and the Articles of Association, and the poll results are lawful and valid.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Shares Actually Voted (%)		
		For	Against	Abstain
1.	To consider and approve the report of the board (the “ Board ”) of directors of the Company (the “ Directors ”) for the year ended 31 December 2023.	407,968,172 100.00%	0 0.00%	0 0.00%
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2023.	407,968,172 100.00%	0 0.00%	0 0.00%
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 2023.	407,968,172 100.00%	0 0.00%	0 0.00%
4.	To consider and, if thought fit, approve the resolution regarding the election of Directors of the fourth session of the Board (this resolution is effected by cumulative voting process):	Cumulative voting was adopted for resolutions 4.1 to 4.9		
	4.1. election of Mr. Lyu Yaoneng as an executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.2. election of Mr. Lyu Dazhong as an executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.3. election of Mr. Li Jinyan as an executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.4. election of Mr. Lu Zhicheng as an executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.5. election of Mr. Shen Haiquan as an executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%

	4.6. election of Mr. Zheng Gang as an executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.7. election of Mr. Ma Tao as an independent non-executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.8. election of Mr. Wang Xinglong as an independent non-executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	4.9. election of Ms. Lam Fei Sui as an independent non-executive Director of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
5.	To consider and, if thought fit, approve the resolution regarding the election of Shareholder representative Supervisors of the fourth session of the board of Supervisors (this resolution is effected by cumulative voting process):	Cumulative voting was adopted for resolutions 5.1 to 5.2		
	5.1. election of Mr. Zhu Jialian as a shareholder representative supervisor of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
	5.2. election of Mr. Chen Xiangjiang as a shareholder representative supervisor of the Company	407,968,172 100.00%	0 0.00%	0 0.00%
6.	To consider and approve the proposals of profit distribution for 2023.	407,968,172 100.00%	0 0.00%	0 0.00%
7.	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.	407,968,172 100.00%	0 0.00%	0 0.00%
8.	To authorise the Board to fix the remuneration of the Directors and Supervisors.	407,968,172 100.00%	0 0.00%	0 0.00%
SPECIAL RESOLUTIONS		Number of Shares Actually Voted (%)		
		FOR	AGAINST	ABSTAIN
9.	To grant a general mandate to the Board to, during the relevant period, allot, issue and deal with additional domestic shares not exceeding 20% of the domestic	407,968,172 100.00%	0 0.00%	0 0.00%

	shares of the Company in issue and additional H shares not exceeding 20% of the H Shares of the Company in issue.			
10.	To consider and approve the proposed amendments to the Articles of Association of the Company.	407,968,172 100.00%	0 0.00%	0 0.00%
11.	The Directors, acting collectively and individually, be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the above resolutions and all of the transactions contemplated there under.	407,968,172 100.00%	0 0.00%	0 0.00%

As more than one-half of the votes were cast in favour of each of the resolutions numbered 1 to 8 above, these proposed resolutions were duly passed as ordinary resolutions of the Company.

As more than two-thirds of the votes were cast in favour of each of the resolutions numbered 9 to 11 above, these proposed resolutions were duly passed as special resolutions of the Company.

Notes:

1. As at the date of the AGM, the total number of issued Shares was 533,360,000 Shares, comprising 133,360,000 H Shares and 400,000,000 Domestic Shares, which represented the total number of Shares entitling the Shareholders to attend and vote on the proposed resolutions at the AGM.
2. There were no Shares, which, pursuant to rule 13.40 of the Listing Rules, entitling the holder to attend and abstain from voting in favour of any of the proposed resolutions at the AGM, nor were there any Shareholders who were required under the Listing Rules to abstain from voting.
3. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
4. For the above resolutions, the Shareholders, proxies or authorised representatives holding in aggregate of 407,968,172 Shares, representing approximately 76.49% of the total issued voting Shares as at the date of the AGM, were present in person or by proxy at the AGM and were entitled to vote.

5. The AGM was chaired by Mr. Wong Ka Wai, an Independent Non-executive Director (who retired at the conclusion of the AGM). The attendance record of the directors of the Company at the AGM was as follows:
 - Mr. Wong Kai Wai attended the AGM in person; and
 - Mr. Lyu Yaoneng, Mr. Lyu Dazhong, and Mr. Zheng Gang, Mr. Ma Tao, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Yu Jingxuan attended the AGM by electronic means.
6. The Company's H Share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.
7. For full texts of the resolutions, please refer to the Circular.

DISTRIBUTION OF FINAL DIVIDEND FOR 2023

At the AGM, the resolution regarding the proposed final dividend of the Company for 2023 was duly approved by the Shareholders.

The Company will distribute a final dividend of 2.0 HK cents in cash (before tax) per share for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company on Thursday, 20 June 2024 (the "**Record Date**"). For the purpose of ascertaining shareholders' entitlement to the final dividend, the register of members of H Shares of the Company will be closed from Monday, 17 June 2024 to Thursday, 20 June 2024, both days inclusive, during which no transfer of H Shares will be registered. In order to qualify for the entitlement to the final dividend, all transfer instruments of the H Shares together with the relevant share certificates shall be lodged with the Company's H Share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m., on Friday, 14 June 2024 for registration. The dividend will be denominated and declared in Hong Kong Dollar, and distributed to the domestic shareholders in RMB and to the overseas shareholders in Hong Kong Dollar. The exchange rate for the dividend calculation in RMB is based on the average benchmark exchange rate of Hong Kong Dollar against RMB as published by the People's Bank of China one week preceding the date of the declaration of such dividend, being HK\$1.0000: RMB0.9102. Based on the above exchange rate, a final dividend of RMB1.8204 cents (before tax) will be payable per Domestic Share.

The Company expects to pay the dividend to shareholders on 26 July 2024.

In respect of the Company's distribution of final dividend to Shareholders whose names appear on the H share register of the Company on the Record Date, the Company will process income tax payable on dividends and profit distributions in accordance with relevant taxation laws and regulations of China. Under the relevant tax rules and regulations of the PRC (collectively the "**PRC Tax Law**"), the Company is required to withhold and pay the corporate income tax at the rate of 10% when distributing the final dividend to non-resident enterprises (which shall have the meaning as defined under the PRC Tax Law) whose names appear on the H Shares register of members of the Company on Thursday, 20 June 2024.

In accordance with the PRC Tax Law, the Company is required to withhold and pay individual income tax when distributing the final dividend to individual Shareholders whose names appear on the H Shares register of members of the Company on Thursday, 20 June 2024. Individual H Shareholders are entitled to certain tax preferential treatments according to the bilateral tax treaties between countries where the individual H Shareholders reside in and China and the bilateral tax treaties between Chinese Mainland and Hong Kong or Macau. The Company will withhold and pay the individual income tax at the tax rate of 10% on behalf of the individual

H Shareholders who are Hong Kong residents, Macau residents or residents of those countries which have bilateral tax treaties with China for individual income tax rate in respect of dividend of 10%. For individual H Shareholders who are residents of those countries that entered into agreements with China for individual income tax rates in respect of dividend of lower than 10%, the Company will make applications on their behalf for entitlement of the relevant agreed preferential treatments pursuant to the Announcement of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-resident Taxpayers under Treaties 《(國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告)》). For individual H Shareholders who are residents of those countries having bilateral tax treaties with China for individual income tax rates in respect of dividend of higher than 10% but lower than 20%, the Company would withhold and pay the individual income tax at the actual tax rate. For individual H Shareholders who are residents of those countries without any bilateral tax treaties with China or having bilateral tax treaties with China for individual income tax in respect of dividend of 20% and for other situations, the Company would withhold and pay the individual income tax at a tax rate of 20%.

In accordance with the PRC Tax Law, the Company has an obligation to withhold and pay the corporate income tax and individual income tax for payment of the final dividend to non-resident enterprises and individual Shareholders whose names appear on the H Shares register of members of the Company on Thursday, 20 June 2024. If the resident enterprises (which shall have the meaning as defined under the PRC Tax Law) and overseas resident individual Shareholders whose names appear on the H Shares register of members of the Company on Thursday, 20 June 2024 do not wish to have the corporate income tax and individual income tax withheld and paid by the Company, they should lodge with Tricor Investor Services Limited the relevant documents issued by the relevant PRC tax authority certifying that they are resident enterprises or individual Shareholders, on or before 4:30 p.m. on Friday, 14 June 2024. The address of Tricor Investor Services Limited is 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

The Company will withhold and pay the corporate income tax and individual income tax in strict compliance with the PRC Tax Law and the requirements of the relevant government authorities. The Company shall not be liable for any dispute relating to the withholding and payment of corporate income tax and individual income tax which arises from the failure of non-resident enterprises and individual Shareholders to lodge the relevant documents within the prescribed timeframe as mentioned above.

RETIREMENT OF DIRECTORS

Reference is made to the announcement of the Company dated 28 March 2024 in relation to propose to change in Directors (the “**Announcement**”) and the Circular, and with effect from the conclusion of the AGM, Mr. Yu Jingxuan (余景選) (“**Mr. Yu**”) and Mr. Wong Ka Wai (王加威) (“**Mr. Wong**”) have retired as independent non-executive Directors. Mr. Yu and Mr. Wong have confirmed that they have no disagreement with the Board and there are no other matters in relation to their retirement that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wong and Mr. Yu for their contributions to the Company during their tenure of service.

ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

Reference is made to the Circular in relation to, among other things, the election and re-election of Directors and Supervisors.

The Board announces that Mr. Lyu Yaoneng (呂耀能), Mr. Lyu Dazhong (呂達忠), Mr. Li Jinyan (李錦燕), Mr. Lu Zhicheng (陸志城), Mr. Shen Haiquan (沈海泉) and Mr. Zheng Gang (鄭剛) have been re-elected as executive Directors; Mr. Ma Tao (馬濤) has been re-elected as an independent non-executive Director; and Mr. Lyu Xingliang (呂興良) and Mr. Zou Jiangtao (鄒江滔) have been re-elected as employee representative Supervisors, each for a term of three years effective from 11 June 2024 and will expire when members are elected for the new session of the Board in accordance with the requirements of relevant PRC laws, regulations, and the Articles of Association.

The Board further announces that Mr. Wang Xinglong (汪興龍) and Ms. Lam Fei Sui (林菲萃) have been appointed as independent non-executive Directors of the Company for a term of three years effective from 11 June 2024 and will expire when members are elected for the new session of the Board in accordance with the requirements of relevant PRC laws, regulations, and the Articles of Association.

Biographies of the said Directors and Supervisors were set out in the Announcement and/or the Circular. Save as disclosed therein, there are no other matters which need to be brought to the attention of the Shareholders regarding the aforesaid appointments or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there has been no change to such information.

ELECTION AND RE-ELECTION OF MEMBERS OF THE BOARD COMMITTEES

The Company further announced that, at the first meeting of the fourth session of the Board held immediately after the AGM, the Board passed the resolution on, among other things, the appointment of the following members of the Board Committees for a term of three years effective from 11 June 2024 and ending on the date of expiry when members are elected for the new session of the Board in accordance with the requirements of relevant PRC laws, regulations, and the Articles of Association. The details are as follows:

Audit Committee

Ms. Lam Fei Sui (Chairlady)

Mr. Ma Tao

Mr. Wang Xinglong

Nomination Committee

Mr. Wang Xinglong (Chairman)

Mr. Lyu Yaoneng

Mr. Ma Tao

Remuneration and Appraisal Committee

Mr. Ma Tao (Chairman)

Mr. Lyu Yaoneng

Mr. Wang Xinglong

Strategic Committee

Mr. Lyu Yaoneng (Chairman)

Mr. Zheng Gang

Mr. Ma Tao

On behalf of the Board
Jujiang Construction Group Co., Ltd.
Mr. Lyu Yaoneng
Chairman

Hong Kong, 11 June 2024

As of the date of this announcement, the Board comprises Mr. Lyu Yaoneng, Mr. Lyu Dazhong, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang, as executive Directors; and Mr. Ma Tao, Mr. Wang Xinglong and Ms. Lam Fei Sui as independent non-executive Directors.