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If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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 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)

- (1) PROPOSALS FOR GENERAL MANDATE TO ISSUE NEW SHARES**
(2) PROPOSED ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD AND SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROFIT DISTRIBUTION FOR 2023
AND
(5) NOTICE OF ANNUAL GENERAL MEETING
-

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 17 of this circular. A notice convening the AGM to be held at Room 1610, 16/F, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 1:00 p.m. on Tuesday, 11 June 2024, is set out on pages AGM-1 to AGM-4 of this circular.

Shareholders who are entitled to attend and vote at the AGM 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 AGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

24 April 2024

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DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be convened and held at Room 1610, 16/F, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 1:00 p.m. on Tuesday, 11 June 2024, notice of which is set out on pages AGM-1 to AGM-4 of this circular, and any adjournment thereof |
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemental from time to time |
| “Audit Committee” | the audit committee of the Board |
| “Board” | the board of Directors |
| “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 Stock Exchange (stock code: 1459) |
| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Director(s)” | director(s) of the Company |
| “Domestic Share(s)” | 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 |
| “General Mandate” | the general unconditional mandate to be granted by Shareholders to the Directors to allot and issue new domestic shares and/or H shares of the Company representing up to 20% of each of the total number of the Domestic Shares and/or H Shares as the case may be, that are issued and outstanding as at the date of the resolution to grant the general mandate |
| “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 |

DEFINITIONS

| | |
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| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 16 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemental from time to time |
| “Nomination Committee” | the nomination committee of the Board |
| “Remuneration and Appraisal Committee” | the remuneration and appraisal committee of the Board |
| “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 |
| “Supervisor(s)” | supervisor(s) of the Company |
| “%” | per cent |

* *English transliteration for identification purpose only*

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. Lyu Yaoneng (呂耀能) (*Chairman*)

Mr. Lyu 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. Wong Ka Wai (王加威)

Mr. Ma Tao (馬濤)

Registered Office:

No. 669 Qingfeng South Road (South)

Tongxiang 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:

28/F, Henley Building,

5 Queen's Road Central,

Central, Hong Kong

24 April 2024

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATE TO ISSUE NEW SHARES**
(2) PROPOSED ELECTION OF DIRECTORS OF THE FOURTH SESSION OF
THE BOARD AND SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE FOURTH SESSION OF THE BOARD OF SUPERVISORS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROFIT DISTRIBUTION FOR 2023
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the following resolutions to be put forward at the AGM: (i) the proposed grant to the Directors of the General Mandate to issue new shares; (ii) the proposed election of Directors of the fourth session of the Board and Shareholder representative Supervisors of the fourth session of the Board of Supervisors of the Company; (iii) the proposed amendments to the Articles of Association; (iv) the proposed profit distribution for 2023; and (v) the other matters contained in the notice of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the AGM.

II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the resolutions passed by Shareholders on 15 May 2023, the Directors were granted a general mandate to allot and issue new Domestic Shares and/or H Shares, either separately or concurrently, not exceeding 20% of the number of our Domestic Shares in issue and/or H Shares in issue as at the date of passing such resolution to grant the general mandate.

The above general mandate will expire at the conclusion of the AGM. The General Mandate to issue new Shares will be put forward at the AGM for Shareholders' approval as a special resolution. For details, please refer to the special resolution no. 9 in the notice of the AGM contained in pages AGM-1 to AGM-4 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 400,000,000 Domestic Shares and 133,360,000 H Shares. Subject to the grant of the General Mandate to issue new Shares at the AGM and on the basis that no Shares will be issued before the AGM, if the General Mandate is exercised in full, the Board will have the power to issue up to 80,000,000 Domestic Shares and 26,672,000 H Shares, representing 20% of the total number of the Shares in issue.

Any exercise of the power by the Board under the General Mandate shall comply 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 CSRC and/or other relevant PRC government authorities are obtained. The Board has no plan to issue new Shares pursuant to the General Mandate at present.

The General Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM; or (c) the revocation or variation of the authority given by a special resolution of the Company in general meeting approving the General Mandate.

LETTER FROM THE BOARD

III. PROPOSED ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD AND SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

Proposed Election of Directors of the Fourth Session of the Board

The term of the third session of the Board will expire on 30 May 2024, and, where applicable, shall continue to perform their duties before the election and formation of the fourth session of the Board at the AGM.

As disclosed in the announcement of the Company dated 28 March 2024, the Board proposed to appoint each of Mr. Wang Xinglong and Ms. Lam Fei Shui as an independent non-executive Director, upon which each of Mr. Yu Jingxuan and Mr. Wong Ka Wai will retire as an independent non-executive Director. Accordingly, the Board has considered and approved the following candidates for Directors of the fourth session of the Board:

- (1) candidates for executive Directors: Mr. Lyu Yaoneng, Mr. Lyu Dazhong, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang; and
- (2) candidates for independent non-executive Directors: Mr. Ma Tao, Mr. Wang Xinglong and Ms. Lam Fei Shui.

The above candidates for Directors meet the qualification requirements to serve as Directors as stipulated in relevant PRC laws, regulations and the Articles of Association, and the Board agreed to submit the above list of candidates for consideration at the AGM.

The candidates for the fourth session of the Board include three independent non-executive Directors which constitutes one-third of the Board and fulfils the requirements under the Listing Rules. Each of Mr. Wang Xinglong and Ms. Lam Fei Shui has confirmed that (i) he/she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) he/she does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he/she related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the Latest Practicable Date, there are no other factors that may affect his/her independence. Having considered all of the above, the Nomination Committee and the Board considers each of Mr. Wang Xinglong and Ms. Lam Fei Shui, being the candidates for independent non-executive Directors, to be independent.

In considering the proposed re-election of independent non-executive Directors (save for Mr. Wang Xinglong and Ms. Lam Fei Shui) (the “**Re-electing Candidate**”), the nomination committee of the Board (the “**Nomination Committee**”) and the Board have taken into account the following factors:

1. The Re-electing Candidate has a background in economics, with extensive academic experience. Mr. Ma’s education, background, experience and practical experience enable him to provide valuable and diversified opinions.

LETTER FROM THE BOARD

2. The Re-electing Candidate has confirmed to the Company that (i) he meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the Latest Practicable Date, there are no other factors that may affect his independence. During his tenure, he has proactively and diligently carried out his duties as an independent non-executive Director and has provided valuable independent advice on the affairs of the Company from time to time with his remarkable professional knowledge and comprehensive experience which facilitated the enhancement of management standard and the further standardisation of corporate governance practices of the Company, protecting the overall interests of the Shareholders as a whole. The Company has conducted assessment on his independence and is of the view that the Re-electing Candidate complies with the independence requirement as set out in Rule 3.13 of the Listing Rules and that he is considered as independent.
3. Mr. Ma has expressed objective views and exercised independent judgments in fulfilling his duties to the Company as an independent non-executive Director, and he continues to demonstrate the ability to provide an independent, balanced and objective view to the affairs of the Company. Taking into consideration his comprehensive knowledge, professional skills and experience as well as his thorough and deepened understanding of the Company and the Company's relevant industry, he will bring valuable contribution to the future sustainable and healthy development of the Company.
4. The Re-electing Candidate does not hold a position as a director in seven or more than seven listed companies. He has confirmed that he will devote sufficient time and attention to the Company.

Accordingly, the Nomination Committee and the Board of the Company are of the view that the re-election of the Re-electing Candidate to be an independent non-executive Director can enhance the level of management of the Company by virtue of his professional knowledge and extensive experience, while promoting the independence and objectiveness in decision-making of the Board and the comprehensive and impartial supervision of the management of the Company in the interests of the Company and the Shareholders as a whole.

The AGM will elect six executive Directors and three independent non-executive Directors, and these nine Directors will comprise the fourth session of the Board.

The Directors of the fourth session of the Board will serve for a term of three years. In accordance with the requirements of relevant PRC laws, regulations and the Articles of Association, the candidates for Directors of the fourth session of the Board are subject to the approval by the Shareholders at the AGM. The term of office of candidates for executive Directors, and independent non-executive Directors will take effect from the date of approval by the AGM.

LETTER FROM THE BOARD

The biographical details of the candidates of the Directors for the fourth session of the Board are set out in Appendix I to this circular.

Election of Supervisors of the Fourth Session of the Board of Supervisors

The term of the third session of the board of Supervisors (the “**Board of Supervisors**”) will expire on 30 May 2024, and, where applicable, shall continue to perform their duties before the election and formation of the fourth session of the Board of Supervisors at the AGM.

Employee Representative Supervisors

A meeting of the employee representatives of the Company was held on 28 March 2024 and Mr. Lyu Xingliang and Mr. Zou Jiangtao were elected as employee representative Supervisors of the fourth session of the Board of Supervisors for a term of three years. The appointment of Mr. Lyu Xingliang and Mr. Zou Jiangtao shall become effective upon the conclusion of the AGM.

The biographical details of the candidates of the employee representative Supervisors of the fourth session of the Board of Supervisors are set out in Appendix II to this circular.

Shareholder Representative Supervisors

The Board of Supervisors considered and approved two candidates as Shareholder representative Supervisors, as detailed below.

Candidates for Shareholder representative Supervisors: Mr. Zhu Jialian and Mr. Chen Xiangjiang.

The above Supervisor candidates meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles of Association, and the Board of Supervisors agreed to submit the above list of candidates for consideration at the AGM.

The Supervisors of the fourth session of the Board of Supervisors will serve for a term of three years, and the term of office of Shareholder representative Supervisors will take effect from the date of approval by the AGM.

The biographical details of the candidates of the Shareholder representative Supervisors of the fourth session of the board of Supervisors are set out in Appendix III to this circular.

LETTER FROM THE BOARD

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the Listing Rules were amended with effect from 31 December 2023 to the effect, among others, that any “corporate communication” (as defined under the Hong Kong Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website.

Accordingly, amendments to the relevant provisions of the Articles of Association are proposed to be made (the “**Proposed Amendments**”). Details of the Proposed Amendments are as follows:

Original Articles of Association

Article 84 Notice of general meeting of shareholders shall be served on each shareholder (whether or not entitled to vote at the meeting), by way of announcement or personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notices of the general meeting may also be issued by way of public announcements.

Article 222

The Company’s financial reports shall be made available for shareholders’ inspection at the Company 20 days prior to the date of annual general meeting of shareholders. Each shareholder of the Company is entitled to obtain a copy of the financial reports referred to in this Chapter. The Company shall, at least 21 days before the date of the annual general meeting of shareholders, submit (i) the aforesaid report or the board of directors’ report together with the balance sheet (including each document required to be attached to the balance sheet) and the income statement or income and expenditure account or (ii) the summary financial report in the form of postage prepaid mail to each overseas listed foreign shareholder whose address is subject to the registered address in the shareholder register.

Amended Articles of Association

Article 84 Notice of general meeting of shareholders shall be served on ~~each shareholder~~the shareholders (whether or not entitled to vote at the meeting) in the manner prescribed in these Articles or in such other manner as may be permitted by the stock exchange in where the Company’s stock is listed, ~~by way of announcement or personal delivery or prepaid mail to their addresses as shown in the register of shareholders.~~ For the holders of domestic shares, notices of the general meeting may also be issued by way of public announcements.

Article 222

The Company’s financial reports shall be made available for shareholders’ inspection at the Company 20 days prior to the date of annual general meeting of shareholders. Each shareholder of the Company is entitled to obtain a copy of the financial reports referred to in this Chapter. The Company shall, at least 21 days before the date of the annual general meeting of shareholders, ~~submit~~deliver (i) the aforesaid report or the board of directors’ report together with the balance sheet (including each document required to be attached to the balance sheet) and the income statement or income and expenditure account or (ii) the summary financial report ~~in the form of postage prepaid mail to each~~by electronic means or otherwise to the overseas listed foreign shareholders whose address is subject to the registered address in the shareholder register.

LETTER FROM THE BOARD

Article 246

Where a notice is deposited under the preceding paragraph, the Company shall, within 14 days, send a copy of the notice to the relevant competent authorities. If the notice contains any statement(s) referred to in Clause (2) of the preceding paragraph, a copy of such statement(s) shall be made available for inspection by shareholders at the Company's address. A copy of such statement(s) shall also be sent by prepaid mail to all holders of overseas listed foreign shares at their respective addresses shown in the register of shareholders.

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Article 248 For the special documents referred to in Article 247, the shareholders of overseas listed foreign shares may send an explicit written request to the Company, requesting the Company to provide printed or electronic version of corresponding notice, data or written statement. If the shareholders of overseas listed foreign shares request the Company to provide printed version of corresponding notice, data or written statement, they shall also expressly request the Company to provide printed English version, or printed Chinese version or the both. The Company shall, on the basis of such written request, serve the corresponding document to the registered address by hand or prepaid postal mail.

Article 246

Where a notice is deposited under the preceding paragraph, the Company shall, within 14 days, send a copy of the notice to the relevant competent authorities. If the notice contains any statement(s) referred to in Clause (2) of the preceding paragraph, a copy of such statement(s) shall be made available for inspection by shareholders at the Company's address. ~~A copy of such statement(s) shall also be sent by prepaid mail to all holders of overseas listed foreign shares at their respective addresses shown in the register of shareholders.~~

.....

Article 248 For the special documents referred to in Article 247, the shareholders of overseas listed foreign shares may send an explicit written request to the Company, requesting the Company to provide ~~printed or~~ printed or electronic version of corresponding notice, data or written statement. If the shareholders of overseas listed foreign shares request the Company to provide ~~printed~~ printed or electronic version of corresponding notice, data or written statement, they shall also expressly request the Company to provide ~~printed~~ printed or electronic English version, or printed Chinese version or ~~the both~~. ~~The Company shall, on the basis of such written request, serve the corresponding document to the registered address by hand or prepaid postal mail.~~

LETTER FROM THE BOARD

The shareholders of overseas listed foreign shares may also give the Company a written notice in advance within a reasonable time, and revise the manner and language version for receipt of the aforesaid information according to appropriate procedures. At the same time, the Company may also issue a written notice requesting the shareholders of overseas listed foreign shares to confirm the receipt of the Company's notices, data or written statements in printed or electronic form. If the Company has not received the above-mentioned written notice from the shareholders of the overseas listed foreign shares during the time specified by relevant laws, administrative regulations and the relevant provisions of the securities regulatory authority at the place where the Company's stock is listed, the overseas foreign shareholders shall be deemed to send or provide its notices, data or written statements to the Company in accordance with the Articles of Association, relevant laws, administrative regulations and the relevant provisions of the securities regulatory authority at the place where the Company's stock is listed in the way (including but not limited to electronically published on the construction site website) specified in advance by the Company.

Article 270 The Company's notice shall be given in the following form:

- (1) by hand;
- (2) by mail;
- (3) through public announcement;
- (4) other forms prescribed in the Articles of Association.

~~The shareholders of overseas listed foreign shares may also give the Company a written notice in advance within a reasonable time, and revise the manner and language version for receipt of the aforesaid information according to appropriate procedures. At the same time, the Company may also issue a written notice requesting the shareholders of overseas listed foreign shares to confirm the receipt of the Company's notices, data or written statements in printed or electronic form. If the Company has not received the above-mentioned written notice from the shareholders of the overseas listed foreign shares during the time specified by relevant laws, administrative regulations and the relevant provisions of the securities regulatory authority at the place where the Company's stock is listed, the overseas foreign shareholders shall be deemed to send or provide its notices, data or written statements to the Company in accordance with the Articles of Association, relevant laws, administrative regulations and the relevant provisions of the securities regulatory authority at the place where the Company's stock is listed in the way (including but not limited to electronically published on the construction site Company's website) specified in advance by the Company.~~

Article 270 The Company's notice shall be given in the following form:

- (1) by hand;
- (2) by mail;
- (3) by facsimile or electronic means;
- (4) in compliance with the laws, administrative regulations and the relevant listing rules of the stock exchange in where the Company's stock is listed, by publishing on the designated websites of the Company and the Stock Exchange of Hong Kong;

LETTER FROM THE BOARD

- (35) through public announcement;
- (6) by other means agreed upon by the Company or the recipient in advance or approved by the recipient after receipt of the notice;
- (47) by other means approved by the regulatory authorities of the place where the Company's stock is listed or other forms prescribed in the Articles of Association.

For an "announcement" referred to in the Articles of Association, except the context otherwise requires, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Stock Exchange of Hong Kong through the electronic publishing system of the Stock Exchange of Hong Kong for immediate release on the website of the Stock Exchange of Hong Kong in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time.

For the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the listing rules of the stock exchange in where the Company's stock is listed, the Company may, subject to the requirements of the relevant laws and regulations and the listing rules of the stock exchange in where the Company's stock is listed as amended from time to time, dispatch or provide corporate communication to its shareholders by electronic means or via its website or by post. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the listing rules of the stock exchange in where the Company's stock is listed.

Holders of the Company's overseas listed foreign shares may also elect in writing to receive a printed version of corporate communication of the Company by post.

LETTER FROM THE BOARD

Article 271 Any notice sent by the Company through announcement shall be deemed received by all relevant personnel, once announced.

Article 272 Except the context otherwise requires, “announcement” referred to in the Articles of Association, in respect of the announcements issued to the shareholders of domestic shares or the announcements issued in the territory of China in accordance with relevant provisions and the Articles of Association, refer to publishing announcements in relevant newspapers and periodicals in China, and relevant newspapers shall be prescribed by the laws and administrative regulations of the People’s Republic of China or designated by the securities regulatory authority under the State Council; in respect of the announcements issued to the shareholders of overseas listed shares or the announcements that shall be issued in Hong Kong in accordance with relevant provisions and the Articles of Association, the announcements shall be published in designated newspapers and periodicals in Hong Kong in accordance with the requirements of the Listing Rules.

~~**Article 271** Any notice sent by the Company through announcement shall be deemed received by all relevant personnel, once announced.~~

Article 271 Unless otherwise stated in the Articles of Association, the various ways of sending notices specified in the preceding paragraph shall apply to the notices of the shareholders’ general meetings, board meetings and the meetings of the Board of Supervisors convened by the Company.

~~**Article 272** Except the context otherwise requires, “announcement” referred to in the Articles of Association, in respect of the announcements issued to the shareholders of domestic shares or the announcements issued in the territory of China in accordance with relevant provisions and the Articles of Association, refer to publishing announcements in relevant newspapers and periodicals in China, and relevant newspapers shall be prescribed by the laws and administrative regulations of the People’s Republic of China or designated by the securities regulatory authority under the State Council; in respect of the announcements issued to the shareholders of overseas listed shares or the announcements that shall be issued in Hong Kong in accordance with relevant provisions and the Articles of Association, the announcements shall be published in designated newspapers and periodicals in Hong Kong in accordance with the requirements of the Listing Rules.~~

LETTER FROM THE BOARD

Article 273 The notice, data or written statement issued by the Company to the shareholders of the overseas listed shares may be served in the manner prescribed in Article 248 of the Articles of Association.

Article 273 In the event that the listing rules of the stock exchange in where the Company's stock is listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the intent stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by the applicable laws and regulations and pursuant to the applicable laws and regulations.

Article 274 Notice of the meeting of the Shareholders' Meeting shall be served to the shareholders of overseas listed shares in accordance with the provisions of Article 248 of the Articles of Association and to the shareholders of domestic shares by announcement, hand, post, facsimile or e-mail.

~~**Article 274** Notice of the meeting of the Shareholders' Meeting shall be served to the shareholders of overseas listed shares in accordance with the provisions of Article 248 of the Articles of Association and to the shareholders of domestic shares by announcement, hand, post, facsimile or e-mail.~~

Article 275 Notice of the meeting of the board of directors shall be served by hand, post, facsimile or e-mail.

~~**Article 275** Notice of the meeting of the board of directors shall be served by hand, post, facsimile or e-mail.~~

Article 276 Notice of the meeting of the board of supervisors shall be served by hand, post, facsimile or e-mail.

~~**Article 276** Notice of the meeting of the board of supervisors shall be served by hand, post, facsimile or e-mail.~~

LETTER FROM THE BOARD

Article 277 If a notice of the Company is sent by hand, it shall be signed (or sealed) by the person served on the service receipt, and the date of service of the delivered document shall be the date of service. If a notice of the Company is sent by post, the second business day from the date when it is delivered to a post office shall be the date of service; if a notice is made by way of public announcement, the date on which the notice is published shall be the date of service; if a notice of the Company is sent by facsimile, the first business day after the date when it is sent shall be the date of service; if a notice of the Company is sent by e-mail, the first business day after the date when it is sent shall be the date of service.

Article 278 If, due to an accidental omission, the notice of a meeting is not served to the person who is entitled to get the notice or such person has not received the notice, the meeting and the resolutions reached at the meeting shall not be invalidated thereof.

Save for the terms set out above, other terms of the Articles of Association remain unchanged.

The Proposed Amendments are subject to the approval of Shareholders by way of a special resolution at the AGM. The Proposed Amendments shall come into effect upon the approval of the Shareholders at the AGM.

The Company will submit to the AGM for authorizing the Board to handle the specific matters related to the amendments to the Articles of Association. The Company will submit to the AGM for authorizing any Director or the secretary to the Board to handle the procedures for filing, amendment and registration (if necessary) related to the amendments to the Articles of Association and other related matters on behalf of the Company according to law.

The Articles of Association is written in Chinese and there is no official English translation in respect thereof. The English translation is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

Article 277~~2~~ If a notice of the Company is sent by hand, it shall be signed (or sealed) by the person served on the service receipt, and the date of service of the delivered document shall be the date of service. If a notice of the Company is sent by post, the ~~second business day~~48th hour from the date when it is delivered to a post office shall be the date of service; if a notice of the Company is sent by facsimile or e-mail, the date when it is issued shall be the date of service; if a notice is made by way of public announcement, the date on which the notice is published shall be the date of service; ~~if a notice of the Company is sent by facsimile, the first business day after the date when it is sent shall be the date of service; if a notice of the Company is sent by e-mail, the first business day after the date when it is sent shall be the date of service.~~

Article 274~~8~~ If, due to an accidental omission, the notice of a meeting is not served to the person who is entitled to get the notice or such person has not received the notice, the meeting and the resolutions reached at the meeting shall not be invalidated thereof.

LETTER FROM THE BOARD

V. PROPOSALS OF PROFIT DISTRIBUTION FOR 2023

The Company will propose an ordinary resolution at the AGM for the consideration and, if thought fit, approval of the declaration and payment of dividends. A final dividend of 2.0 HK cents in cash (before tax) per share based on the number of shares held by H shareholders registered as at the close of business on the record date for profit distribution and dividend payment will be proposed, and a Director will be authorized to deal with matters pertaining to profit distribution for 2023. The Company's total share capital was 533,360,000 shares (including Domestic Shares and H Shares) as at 31 December 2023. Dividend payments are expected to be made 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 H Share 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

LETTER FROM THE BOARD

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.

VI. AGM

A notice convening the AGM to be held at Room 1610, 16/F, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 1:00 p.m. on Tuesday, 11 June 2024, is set out on pages AGM-1 to AGM-4 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy needs not be a Shareholder. 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 Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

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

VII. 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.

LETTER FROM THE BOARD

VIII. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including the proposed grant of the General Mandate, the proposed amendments of the articles of association, the proposed election of Directors of the fourth session of the Board and Shareholder representative Supervisors of the fourth session of the Board of Supervisors, the proposed profit distribution for 2023 and the other matters contained in the notice of AGM, are 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 AGM.

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

Biographical details of the director candidates at the AGM are set out below:

Mr. Lyu Yaoneng (呂耀能), aged 63, has over 47 years of experience in construction engineering industry. Mr. Lyu has been the chairman of the Board and an executive Director of the Company since 17 July 1996, being the date of incorporation of the Company. He was also appointed as the president of the Company since December 2008. He was also the general manager of the Company from 17 July 1996 to 31 May 2021. He is primarily responsible for corporate strategic planning and overall business development, management of the Company and decision making. The spouse of Mr. Wang Shaolin (王少林), one of the vice presidents of the Company, is the sister of Mr. Lyu. From December 1976 to February 1987, Mr. Lyu worked at Qitang Commune Construction Agency* (騎塘公社建築社). From March 1987 to April 1991, he worked as Manager and person-in-charge for technical matters at Tongxiang County Qitang Construction Agency* (桐鄉縣騎塘鄉建築社). From May 1991 to June 1996, he worked as the vice chairman and general manager at Tongxiang County Qitang Construction Company* (桐鄉縣騎塘建築工程公司).

Mr. Lyu completed one-and-a-half-year's studies and obtained a professional certificate (專業證書) in industrial and civil construction (工業及民用建築) from Zhejiang University* (浙江大學) in China in January 1995. Mr. Lyu obtained a qualification certificate for senior economist (高級經濟師) issued by the Office of Personnel of Zhejiang Province* (浙江省人事廳) of the People's Republic of China (the "PRC") in December 2006. Mr. Lyu also obtained a qualification certificate for senior engineer in construction engineering management issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in March 2013.

Mr. Lyu Yaoneng held 204,000,000 Domestic Shares of the Company, representing approximately 38.25% of the total number of issued shares of the Company.

Mr. Lyu Dazhong (呂達忠), aged 61, has over 44 years of experience in construction engineering industry. Mr. Lyu has been an executive Director since 17 July 1996, being the date of incorporation of the Company. He was also appointed as the vice president of the Company since September 2009. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations. From September 1979 to December 1992, Mr. Lyu worked at Tongxiang County Qitang Construction Agency* (桐鄉縣騎塘鄉建築社). From January 1993 to July 1996, he worked as the deputy general manager of Tongxiang County Qitang Construction Company* (桐鄉縣騎塘建築工程公司).

Mr. Lyu Dazhong completed two years' part-time studies in industrial and civil construction (工業及民用建築) at Zhejiang University of Technology* (浙江工業大學) in China in June 2004. Mr. Lyu Dazhong obtained a qualification certificate for engineer issued by the Personnel Bureau of Jiaxing City* (嘉興市人事局) of the PRC in November 1994. He also obtained a qualification certificate for senior economist (高級經濟師) issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in January 2010.

Mr. Li Jinyan (李錦燕), aged 47, has over 29 years of experience in construction engineering industry. He has been an executive Director since 6 September 2011. He was also appointed as the vice president of the Company since September 2009. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations. From August 1994 to July 1995, he joined Tongxiang City Qitang Construction Company* (桐鄉市騎塘建築工程公司) as a technician and worked as deputy chief of production technology department of the same company from July 1995 to July 1996.

Mr. Li completed five and a half years' studies in construction engineering at Tongji University* (同濟大學) in China in December 2000. Mr. Li also obtained a qualification certificate for senior engineer in construction engineering issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in February 2011.

Mr. Lu Zhicheng (陸志城), aged 55, has over 36 years of experience in construction engineering industry. Mr. Lu has been an executive Director since 6 September 2011. He joined our Group as construction worker in July 1996 and was also appointed as the project manager of the Company since May 1998. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations, in particular with regard to project management of the Company. From May 1987 to May 1995, he worked at Tongxiang County Qitang Construction Agency* (桐鄉縣騎塘鄉建築社), while from May 1995 to July 1996, he worked at Tongxiang City Qitang Construction Company* (桐鄉市騎塘建築工程公司).

Mr. Lu completed two years' studies in civil engineering at China University of Petroleum* (中國石油大學) in China in July 2006. He also obtained a qualification certificate for engineer issued by the Personnel Bureau of Jiaxing City* (嘉興市人事局) of the PRC in September 2009.

Mr. Shen Haiquan (沈海泉), aged 50, has over 24 years of experience in construction engineering industry. He has been an executive Director since 6 September 2011. He joined our Group as construction worker in September 1999 and was also appointed as the project manager of the Company since July 2012. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations, in particular with regard to project management of the Company. From April 2003 to June 2006, Mr. Shen worked as the manager of engineering department of Zhejiang Jujiang Real Estate Group Co., Ltd.* (浙江巨匠房地產集團有限公司).

Mr. Shen completed four years' studies in industrial and civil construction (工業及民用建築) at Jiaxing College* (嘉興學院) in China in June 2004. He also completed two and a half years' studies via online distant learning in civil engineering at Wuhan University of Technology (武漢理工大學) in PRC in July 2011. Mr. Shen obtained a qualification certificate for senior engineer in construction issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in March 2013.

Mr. Zheng Gang (鄭剛), aged 55, has over 32 years of experience in construction engineering industry. Mr. Zheng has been an executive Director since 6 September 2011. He joined our Group as director of technology centre in October 2008 and was also appointed as the vice president of the Company since July 2011. He is primarily responsible for formulating and implementing our corporate strategies, overseeing our overall business development and implementing operation plans and participating in the day-to-day management of our business operations. From September 1992 to December 1999, he worked as the director of testing room at Zhejiang Jiaxing Construction Installation Company Ltd.* (浙江嘉興建築安裝有限公司). From January 2001 to April 2003, he worked as director of testing centre at Zhejiang Zhongyuan Construction Company Ltd.* (浙江中元建設股份有限公司). From May 2003 to October 2006, he worked as the manager at Jiaxing City Zhongyuan Engineering Inspection Company Ltd.* (嘉興市中元工程檢驗有限責任公司). Mr. Zheng worked as the general manager of Jiaxing City Zhongxu Engineering Inspection Company Ltd.* (嘉興市中旭工程檢驗有限責任公司) and Jiaxing City Chunqiu Construction Engineering Inspection Company Ltd.* (嘉興市春秋建設工程檢測有限責任公司) from November 2006 to March 2008 and from April 2008 to September 2008, respectively.

Mr. Zheng completed two years' studies in materials science and engineering majoring in building materials at Tongji University* (同濟大學) in China in July 1988. He also completed five and a half years' studies in industrial and civil construction (工業與民用建築) at Tongji University* (同濟大學) in China in December 1999. Mr. Zheng obtained a qualification certificate for senior engineer of professor grade in construction (建築施工專業教授級高級工程師) issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in April 2015.

Mr. Ma Tao (馬濤) (formerly known as Ma Xin'ai (馬新愛)), aged 66, has obtained a professional master degree in history from Hebei Normal University in July 1985, a professional doctoral degree in philosophy from Fudan University in July 1996, and a professional postdoctoral degree in economics from Fudan University in November 1997. From December 1997 to March 2001, he served as a professor at the School of Economics and Management, Tongji University. Since April 2001, he has been a professor and doctoral tutor at the School of Economics, Fudan University. From September 1985 to August 1993, he served as a lecturer at Hebei Normal University. Since July 2016, Mr. Ma has been an independent director of Lushang Health Industry Development Co., Ltd. (stock code: 600223.SH).

Mr. Wang Xinglong (汪興龍), aged 36, has over 10 years of experience in international and local corporate finance, merger and acquisition, and laws in the People's Republic of China (the "PRC"). Mr. Wang is currently a practicing solicitor in the PRC and a solicitor of a local law firm. Mr. Wang obtained a master of laws degree on Chinese law from Zhejiang University in 2014.

Ms. Lam Fei Sui (林菲萃), aged 45, has more than 15 years of experience in accounting and finance, auditing and internal audit in both Hong Kong and the PRC. Currently, Ms. Lam is the chief financial officer and company secretary of Capital Finance Holdings Limited (Stock Code: 8239) ("CFHL"), a company listed on GEM of the Stock Exchange, where she joined CFHL since July 2015. Prior to this, Ms. Lam has worked for an international accounting firm and a company whose shares are listed on the Main Board of the Stock Exchange. She holds a bachelor's degree of arts in accountancy from The Hong Kong Polytechnic University. She is a Fellow Member of the Association of Chartered Certified Accountants.

If the above candidates are appointed as Directors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the fourth session of the Board. Pursuant to the proposed service contract to be entered with the above candidates of executive Directors, each of these candidates will not receive any remuneration from the Company as an executive Director. The remuneration of the candidates of independent non-executive Directors will be recommended by the Remuneration Committee of the Company and will be approved by the Board, having regard to their time commitment and responsibilities, the salaries paid by comparable companies.

As at the Latest Practicable Date, save as disclosed above, the director candidates had confirmed that they (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of the candidates for independent non-executive Directors confirmed that (i) he/she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) he/she does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he/she related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the Latest Practicable Date, there are no other factors that may affect his/her independence. Having considered all of the above, the Board considers each of the candidates for independent non-executive Directors to be independent.

There is no other matter relating to the proposed appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the candidates for employee representative Supervisors elected at the AGM are set out below:

Mr. Lyu Xingliang (呂興良), aged 50, has joined our Company as a shareholder representative Supervisor since 20 August 2016. He has completed three years' studies in industrial and civil construction at Zhejiang Radio & Television University* (浙江廣播電視大學) in June 2001. He joined the Company as the deputy chief of the operation division in August 1996, and promoted to chief of the operation division in April 2001. He served as the manager of sales department of the Company from February 2006 to January 2014. He served as the standing deputy general manager of the sales centre of the Company from January 2014 to December 2016 and he is currently served as vice president. Previously, he served as a budget forecaster of Tongxiang County Qitang Construction Company* (桐鄉縣騎塘建築工程公司), the predecessor of the Company, from December 1991 to August 1996.

Mr. Zou Jiangtao (鄒江滔), aged 46, has joined the Company since November 2000 and is currently serving as the manager of the seventh branch offices of the Company. He was appointed as an employee representative Supervisor since 25 December 2014. Mr. Zou Jiangtao completed four years' studies in civil engineering at Zhuzhou Institute of Technology* (株洲工學院) in July 2000. Mr. Zou Jiangtao also obtained a qualification certificate for senior engineer in construction engineering issued by the Department of Human Resources and Social Security of Zhejiang Province* (浙江省人力資源和社會保障廳) of the PRC in February 2011.

If the above candidates are appointed as Supervisors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the fourth session of the board of Supervisors. Pursuant to the proposed service contract to be entered with the above candidates, each of these candidates will not receive any remuneration from the Company as a Supervisor.

As at the Latest Practicable Date, save as disclosed above, the employee representative Supervisors (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the appointment of the employee representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the candidates for Shareholder representative Supervisors at the AGM are set out below:

Mr. Chen Xiangjiang (陳祥江), aged 64, has joined our Company as a shareholder representative Supervisor since 19 August 2015. He was the head of factory of Zhejiang Longchang Leather Group Co., Ltd* (浙江龍昌皮革集團有限責任公司) from January 1991 to October 1998. He is a general manager of Zhejiang Xianglong Leather Co., Ltd. (浙江祥隆皮革有限公司) since October 1998. Mr. Chen completed secondary school at Nanri Secondary School* (南日中學) in PRC in 1975.

Mr. Zhu Jialian (朱家煉), aged 51, has joined our Company as a shareholder representative Supervisor since 24 November 2016. He has completed three years' studies in Mathematics at Zhejiang Institute of Education* (浙江教育學院) in July 1989. Mr. Zhu has been the general manager of Zhejiang Yonghe Adhesive Products Co., Ltd* (浙江永和膠粘製品股份有限公司) since August 1998 and a director at Bank of Jiaxing since May 2007. Before that, he served as a biology teacher in Tongxiang City Gaoqiao Secondary School* (桐鄉市高橋中學) from July 1983 to June 1988 and the factory director of school-run factory of Tongxiang City Gaoqiao Secondary School* (桐鄉市高橋中學校辦廠) from June 1988 to August 1998.

If the above candidates are appointed as Supervisors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the fourth session of the board of Supervisors. Pursuant to the proposed service contract to be entered with the above candidates, each of these candidates will not receive any remuneration from the Company as a Supervisor.

As at the Latest Practicable Date, save as disclosed above, the supervisor candidates (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the proposed appointment of Shareholder representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL 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 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 Room 1610, 16/F, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 1:00 p.m. on Tuesday, 11 June 2024 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 2023.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2023.
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.
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):
 - 4.1. election of Mr. Lyu Yaoneng as an executive Director of the Company;
 - 4.2. election of Mr. Lyu Dazhong as an executive Director of the Company;
 - 4.3. election of Mr. Li Jinyan as an executive Director of the Company;
 - 4.4. election of Mr. Lu Zhicheng as an executive Director of the Company;
 - 4.5. election of Mr. Shen Haiquan as an executive Director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- 4.6. election of Mr. Zheng Gang as an executive Director of the Company;
 - 4.7. election of Mr. Ma Tao as an independent non-executive Director of the Company;
 - 4.8. election of Mr. Wang Xinglong as an independent non-executive Director of the Company; and
 - 4.9. election of Ms. Lam Fei Shui as an independent non-executive Director of the Company.
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):
- 5.1. election of Mr. Zhu Jialian as a shareholder representative supervisor of the Company; and
 - 5.2. election of Mr. Chen Xiangjiang as a shareholder representative supervisor of the Company.
6. To consider and approve the proposals of profit distribution for 2023.
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.
8. To authorise the Board to fix the remuneration of the Directors and supervisors of the Company.

AS SPECIAL RESOLUTIONS

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 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 of Association**”) as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares pursuant to such mandate.

For the purpose of this resolution, relevant period means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.
10. To consider and approve the proposed amendments to the Articles of Association (details of which are set out in the circular of the Company dated 24 April 2024), and that any Director(s) 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 of the Company) and execute all such documents and/or do all such acts as the Director(s) may, in his absolute discretion, deem necessary for the Company or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association.
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 thereunder.

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

Zhejiang Province, the PRC, 24 April 2024

NOTICE OF ANNUAL GENERAL MEETING

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 Friday, 10 May 2024 to Tuesday, 11 June 2024 (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, 15 May 2024 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 Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Thursday, 9 May 2024.
3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
4. In order to be valid, the proxy form for the AGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

5. 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 the general meeting or exercise all of the votes relating to the shares.
6. Shareholders or their proxies shall provide their identity documents when attending the AGM.
7. The address of the headquarters in the PRC of the Company is No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, PRC.
8. Shareholders who attend the AGM shall bear their own traveling and accommodation expense.