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**巨匠建设**  
**JUJIANG CONSTRUCTION GROUP**

**JUJIANG CONSTRUCTION GROUP CO., LTD.**

**巨匠建設集團股份有限公司**

*(A joint stock limited liability company established in the People's Republic of China)*  
**(Stock Code: 1459)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 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 Voeus Road Central, Central, Hong Kong at 2:30 p.m. on Monday, 24 October 2016 for the purpose of considering, and if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTIONS**

- (1) to consider and approve the proposal of the initial public offering of A shares (the “A Shares”) (the “A Share Offering”);
  - (a) Class of shares to be issued;
  - (b) Nominal value per share;
  - (c) Proposed stock exchange for the listing of the A Shares;
  - (d) Offering size;
  - (e) Target subscriber;
  - (f) Method of offering;

- (g) Pricing methodology;
  - (h) Form of underwriting;
  - (i) Time of issuance;
  - (j) Conversion of the Company into a joint stock company with limited liability and overseas listed shares; and
  - (k) Validity period of the resolutions for the proposal of the A Share Offering.
- (2) to consider and approve the feasibility analysis report on the use of proceeds from the A Share Offering;
  - (3) to consider and approve the undertakings to be given for the purpose of the A Share Offering;
  - (4) to consider and approve the accumulated profit distribution plan before the A Share Offering;
  - (5) to consider and approve the dividend return plan within three years after the A Share Offering;
  - (6) to consider and approve the dilution of immediate return plan arising from the A Share Offering and remedial measures;
  - (7) to consider and approve the price stabilisation plan for the A Shares within three years after the A Share Offering after the A Share Offering;
  - (8) to consider and approve the proposed amendments to the articles of association and adoption of the rules of procedures of the general meetings, the board (the “Board”) of directors (the “Directors”) and the board of supervisors of the Company and other corporate governance procedures in preparation for the A Share Offering and with effect upon the approval by the shareholders of the Company (the “Shareholders”) at the EGM, the H Shareholders’ class meeting and the domestic Shareholders’ class meeting of the Company;
  - (9) to consider and approve the proposed adoption of the draft articles of association of the Company with effect upon the listing of the A Shares on the Shanghai Stock Exchange;
  - (10) to consider and approve the grant of authorization to the Board to implement the A Share Offering;
  - (11) to consider and approve the report on the use of proceeds of the initial public offering of the Company’s H shares globally and listing of such H shares on the Stock Exchange of Hong Kong Limited on 12 January 2016;

## ORDINARY RESOLUTIONS

- (12) to consider and approve the report on internal control assessment;
- (13) to consider and approve the appointment of AJ Securities Company Limited\* (愛建證券有限責任公司) as the sponsor and lead underwriter in relation to the A Share Offering;
- (14) to consider and approve the appointment of All Bright Law Offices as the legal advisor of the People's Republic of China (the "PRC") in relation to the A Share Offering;
- (15) to consider and approve the appointment of Ernst & Young Hua Ming LLP as the Company's auditor in relation to the A Share Offering;
- (16) to consider and approve the appointment of Mr. Yu Jingxuan (余景選) as shareholder representative supervisor of the first session of the supervisory committee of the Company to hold office from the date on which this resolution is passed until the end of the first session of the Board in 2017 and to authorize any one executive Director to enter into a service contract on behalf of the Company with Mr. Yu Jingxuan on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (17) to consider and approve the appointment of Mr. Zhu Jialian (朱家煉) as an independent non-executive Director to hold office from the date on which this resolution is passed until the end of first session of the supervisory committee of the Company in 2017 and to authorise any one executive Director to enter into a service contract on behalf of the Company with Mr. Zhu Jialian on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- (18) to consider and approve the establishment of the strategic committee of the Company;
- (19) to consider and approve confirmation of connected transactions of the company for the year of 2013, 2014, 2015 and for the six months ended 30 June 2016;
- (20) to consider and approve, confirm and ratify the master agreement dated 25 August 2016 ("2016 Master Agreement") (a copy of which is tabled at the EGM marked "A" and initialled by the Chairman of the meeting for identification purpose) entered into between the Company and Zhejiang Jujiang Holdings Group Co., Ltd.\* (浙江巨匠控股集團有限公司) ("Jujiang Holdings") in relation to the provision of construction contracting services by the Group to Jujiang Holdings, its subsidiaries and their associates (other than our Group), and the continuing connected transactions contemplated thereunder and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions; and

- (21) to consider and approve, confirm and ratify the Revised Annual Caps (as defined in the circular of the Company) as contemplated under the 2016 Master Agreement for each of the three years ending 31 December 2018 and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.

By order of the Board of Directors  
**Jujiang Construction Group Co., Ltd.**  
**Mr. Lv Yaoneng**  
*Chairman*

Zhejiang Province, the PRC, 9 September 2016

*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 25 September 2016 to 24 October 2016 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify 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 (for holders of H shares of the Company) or the headquarters in the PRC of the Company at No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, PRC (for holders of domestic shares of the Company), no later than 4:30 p.m. on 23 September 2016.
3. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand 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 4 October 2016.
4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
6. 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.

7. 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.
8. Shareholders or their proxies shall provide their identity documents when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarial copy of the relevant authorisation instrument signed by the Board or other authorised parties of the corporate Shareholders or other notarial documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
9. Shareholders attending the EGM shall bear their own traveling and accommodation expenses.

*As of the date of this notice, the Board comprises Mr. Lv Yaoneng, Mr. Lv Dazhong, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang, as executive Directors; and Mr. Xu Guoqiang, Mr. Lin Tao, and Mr. Wong Ka Wai, as independent non-executive Directors.*