



巨匠建設集團股份有限公司

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(C 9: 1459)

THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS that an annual general meeting (the “AGM”) of Jujiang Construction Group Co., Ltd. (the “Company”) will be held at 17/F Skyway Centre, 23 Queen’s Road West, Sheung Wan, Hong Kong at 1:00 p.m. on Friday, 28 June 2019 for the purpose of considering and, if thought fit, passing the following resolutions:

AGENDA

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 2018.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2018.
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 2018.
4. To consider and approve the proposals of profit distribution for 2018.
5. 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.

6. To authorise the Board to fix the remuneration of the Directors and Supervisors.

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7. 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 (“A 9”) 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 to be held; or
- (3) The revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting.

8. To approve the Company’s merger by consolidation of Zhejiang Jujiang Municipal Landscaping Engineering Co., Ltd.

9. To approve the Company’s merger by consolidation of Zhejiang Kepuao Building Materials Trading Co., Ltd.

10. To approve the Company’s merger by consolidation of Zhejiang Jujiang Construction Surveying and Design Co., Ltd.

11. To consider and approve the resolution for the proposed expansion of the scope of business and the corresponding amendments of the Articles.

12. 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

AGP C., [Signature]

Zhejiang Province, the PRC, 30 April 2019

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 Tuesday, 28 May 2019 to Friday, 28 June 2019 (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 Tuesday, 28 May 2019 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 Ltd. at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Monday, 27 May 2019.
3. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand, by fax or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Thursday, 6 June 2019.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.
5. 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 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 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.

- 6. In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend the general meeting or exercise all of the votes relating to the shares.
- 7. Shareholders or their proxies shall provide their identity documents when attending the AGM.
- 8. The address of the headquarters in the PRC of the Company is No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, PRC.
- 9. Shareholders who attend the AGM shall bear their own traveling and accommodation expense.