

... ..

... ..

... ..



巨匠建設集團股份有限公司

(A)



The

... ..

If

	<i>Page</i>
1 - 1 - 1	1
1 - 1 - 1 1 - 1 - 1	7
1 - 1 - 1 - 1 - 1 - 1 1 - 1 - 1	27
1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 1 - 1 - 1	29
1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 1 - 1 - 1	I-1
1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 1 - 1 - 1	AGM-1

I c c a, e e def ed ec e e e, ef ge, e
a e ef g ea g:

2016 Ma e Ag ee e-
e c c c ac g e ce a e ag ee e da ed 25
A g 2016 e e ed be ee e C a y a d J a g
H d g.

2019 Ma e Ag ee e-
e c c c ac g e ce a e ag ee e da ed
17 A 2019 e e ed be ee e C a y a d J a g
H d g.

Aç a-
e aç a f 80% a e d g f e T g a g S b da y
b e C a y f e Ve d acc da ce e a e
a fe ag ee e da ed 13 N e be 2018 e e ed be ee e
e C a y a d e Ve d

AGM-
e a a ge e a ee g f e C a y be c e ed a d
e d 17/F S y a Ce e, 23 Q ee R ad We., S e g Wa,
H g K g a 1:00 . . F da y, 28 J e 2019, e e a
ce f c e e age AGM-1 AGM-3 f a
c c a, a d a d e e e e f

A ce f A ca-
e a ce f a ca f e C a y a a e ded, d ed
e e e e a f e e

B a d-
e b a d f D ec f e C a y

C a y-
J a g C c G C., L.d. (巨匠建設集團股份有限公
司), a c c a y e ab ed e PRC a ed
ab y, e H S a e a e ed a d, aded e H g K g
S c E c a g e (c c de: 1459)

C ce a Pe d-
e f ee (15) y ea c e c g e Effec e Da e f e
PPP C ac a d e d g e f ee a e a y f e
Effec e Da e f e PPP C ac

C ec ed Pe ()-
a e ea g a c bed e e de e L g R e

C g S a e de ()-
a e ea g a c bed e e de e L g R e a d
e e c e e e e e e e c e f c c a,
efe M Ly Ya e g, J a g H d g a d J a g E y
I e e

D ec ()-
d ec () f e C a y

D e . . c S a e () -

... d a y . a e () . . e d b y . e C . a y . . e P R C . . a . . . a . e f R M B 1 . 0 0 e a c , . . c a e . b . c . b e d f . . e d . e d a . a d . . R M B b y P R C . . a . a . e . . e . . e . . e . a b . e d . . d e . . e a . . f . e P R C

Effec . e D a . e -

... e d a . e . . e . . e P P P C . . . a . e . e f f e c . :

- upon the fulfilment of all conditions precedent under clause 3.1 f . e P P P C . . . a . e . ;
- upon the fulfilment of some conditions precedent and the a . e f a . e . e c e c e d e a c c d a . c e . . . c a . e 3 . 2 f . e P P P C . . . a . e .

E . . . g A . . . a C a -

... e e . . . g a . . . a c a f . . e . a . . a c . . . e . . . a e d . . d e . . e 2 0 1 6 M a . e A g e e e . . f a . e . e . . d e d . . 3 1 D e c e b e 2 0 1 8

F . . . C . c a -

... e c . c a f . e C . a y . d a . e d 3 0 A . 2 0 1 9

Ge . e a M a . d a . e -

... e g e . e a . . c a . . . a . d a . e . . b e g a . d e d b y S a e . d e e D . e c a . . . a . d e . . e . . d e . . c . . a e a . d / H . . a e . f . e C . a y . e . e g 2 0 % f e a c f . e . . . a b e f . e D e . . c S a e . a . d / H S a e . a . . e c a e a y b e . . . a . a e . . e d a . d a . d g a . a . . e d a . e f . e e g a e g e . e a . . . a . d a . e

G . . -

... e C . a y . a . d b . d a . e .

H S a e () -

... e . e a . . . e d f e . g e . e d . . a e e . . . a e c a . . a . f . . e C . a y c a e . . e d e . a . . b a d f . e S . c E c a . g e . . . a a . a e f R M B 1 . 0 0 e a c

H K \$ -

H . g K . g d a e a f c e . g , f H . g K . g

H . g K . g -

... e H . g K . g S e c a A d a . e R e g . . . f . e P R C

I . d e e . d e . B a d C . . . e e -

a d e e . d e . c e e f . e B a d . . c . c . . . e . M . Y J . g a . . M . L . T a . a . d M . W . g K a W a .

I . d e e . d e . S a e . d e . -

... e S a e . d e e a e a e a e a e e 2 0 1 9 M a . e A g e e e . . a . d . e R e . . e d A a C a . . . a . d a e e . . e d . . d e . . e L g R e a f g e . . e . . e (.) b e e d a . . e A G M

I ^{de} e ^{de} F ^a ca Ad. e – Ad. e ^{de} C ^a e F ^a ce–	Ad. e ^{de} C ^a e F ^a ce L ^a ed, a c ^a a ^{de} ce ^{de} ed, ca y ^a e 6 (ad. a ^{de} g ^a c ^a e f ^a ce) eg a ^{de} ac. a ^{de} de e SFO, be ^a g ^a e ^{de} e ^{de} f ^a ca ad. e a ^{de} ed ad. e e I ^{de} e ^{de} B a d C ^a ee a ^{de} e I ^{de} e ^{de} S a e de e ^{de} ec. f. e 2019 Ma. e Ag ee e ^{de} a ^{de} e P ^a ed A ^a a Ca.
I ^{de} e ^{de} T ^a d Pa y (e)–	a ^{de} d a y ^a de e ^{de} f. e C ^a a ^{de} a ^{de} e C ^a ec. ed Pe. (a def ^a ed e L ^a g R e.) f. e C ^a a ^{de}
J ^a g E ^a I ^{de} e. e.–	Z e a ^{de} g J ^a g E ^a I ^{de} e. e. Ma ^a ge e ^{de} C ^a ., L.d.* (浙江 巨匠股權投資管理股份有限公司), a ^{de} c ^a ed ab. a ^{de} c ^a a ^{de} c ^a a. ed e PRC ^a 19 A g., 2011 a ^{de} a 36.75%. a e de e C ^a a ^{de}
J ^a g H ^a d ^a g –	Z e a ^{de} g J ^a g H ^a d ^a g G ^a C ^a ., L.d.* (浙江巨匠控股集團 有限公司), a ^{de} ab. a ^{de} c ^a a ^{de} c ^a a. ed e PRC ^a 18 A g., 2011 a ^{de} a 38.25%. a e de f. e C ^a a ^{de}
J ^a g H ^a d ^a g G ^a –	J ^a g H ^a d ^a g, a. b. d. a. e a ^{de} e a. c. a. e (a def ^a ed de e L ^a g R e.) (e. a ^{de} G ^a)
JV Ag ee e.–	e I ^{de} e. e. Se. a ^{de} g T ^a g a ^{de} g C ^a y D. g. a C ^a c. a ^{de} I ^{de} a Ba e C ^a a ^{de} L ^a ed* (《投資設立桐鄉市數字建築產 業基地有限公司協議書》) e ^{de} ed h ^a JV-1 Pa. e. a ^{de} JV-2 Pa. e. 17 A. 2019
JV A ^a ce e.–	e a ^{de} ce e ^{de} f. e C ^a a ^{de} da. ed 17 A. 2019 e a. a ^{de} e JV Ag ee e.
JV-1 C ^a –	T ^a g a ^{de} g C ^a y Sa ^a J D. g. a C ^a c. a ^{de} Tec ^a g C ^a a ^{de} L ^a ed* (桐鄉市三巨數字建築科技有限責任公司), a ^{de} e. e. ab. ed h ^a JV-1 Pa. e. 12 Dece. be 2018 a ^{de} acc da ^{de} ce e a. f PRC
JV-2 C ^a –	T ^a g a ^{de} g C ^a y J. a ^{de} L. a ^{de} D. g. a C ^a c. a ^{de} Tec ^a g C ^a a ^{de} L ^a ed* (桐鄉市玖聯數字建築科技有限責任公司), a ^{de} e. e. ab. ed h ^a JV-2 Pa. e. 20 Dece. be 2018 a ^{de} acc da ^{de} ce e a. f PRC
JV-1 Pa. e. –	c ^a a ^{de} g. e C ^a a ^{de} T ^a g A ^a C ^a c. a ^{de} C ^a a ^{de} L ^a ed* (同 安建築有限公司), a ^{de} Ya D C ^a c. a ^{de} G ^a C ^a a ^{de} L ^a ed* (亞都建設集團有限公司) c ^a a e. ab. ed acc da ^{de} ce e a. f PRC

JV-2 Pa. e. -

c. g. ef g. a. e.:

- (1) Z e. a. g L. X. C. c. De. e. e. C. a. y L. ed* (浙江立信建設發展有限公司)
- (2) Z e. a. g J. X. C. c. C. a. y L. ed* (浙江巨鑫建設有限公司)
- (3) Z e. a. g C. g De C. c. C. a. y L. ed* (浙江崇德建設有限公司)
- (4) Z e. a. g Ba. Se. C. c. C. a. y L. ed* (浙江寶森建設有限公司)
- (5) Z e. a. g Be. S e. g C. c. C. a. y L. ed* (浙江北聖建設有限公司)
- (6) Z e. a. g Z. g S. C. c. C. a. y L. ed* (浙江中碩建設有限公司)
- (7) Z e. a. g C. e. g H. C. c. C. a. y L. ed* (浙江誠輝建設有限公司)
- (8) He. g J. C. c. G. C. a. y L. ed* (恆基建設集團有限公司)
- (9) Z e. a. g W. e H. e G. e. C. c. C. a. y L. ed* (浙江智房綠色建築有限公司)

c. a. e. a. e. ab. ed. de. e. a. f PRC

La. e. P. ac. cab. e Da. e-

31 Ma. y 2019, be. g. e. a. e. ac. cab. e da. e. e. g. f. c. c. a. f. a. ce. a. g. ce. a. f. a. c. a. ed. e. e.

L. g. Da. e-

12 Ja. y 2016, c. dea. g. S. a. e. f. c. e. ced. e. S. c. E. c. a. ge

L. g. R. e. -

. e R. e. G. e. g. e L. g. f. Sec. e. S. c. E. c. a. ge. a. a. e. ded, d. f. ed. e. e. e. a. f. e. e.

PPP-

b. c- a. e. a. e. , a. a. e. e. a. ba. ed. a. c. ce. ag. ee. e. a. d. f. ed. be. ee. e. g. e. e. a. d. a. e. ga. za. f. c- c. f. fa. c. e. ec. d. g. ce. a. b. c. g. d. a. d. e. ce.

PPP C. ac. -

. e c. ac. ed. T. g. a. g. C. y. Y. Q. a. y. Ed. ca. C. e. P. ec. PPP. C. ac. -* (《桐鄉市青少年素質教育實踐基地項目PPP合同》) c. be. g. e. ed. h. y. e. a. f. PRC

PPP P ec.–	、 e PPP ec. e a. c. c. e a. a'd 、 a'fe f. e Ed ca. a C e T'g a'g Csy, Z e a'g P . ce, e PRC de e PPP C ac.
Ed ca. a C e –	ac de b d'g be ed a ff.ce a'd e b. a , 、 de d e a'd a aff d y, a ca'ee, a ad , a e d. b a'd a a'g .
PRC–	T e Pe e' Re b c f C a c a , f e e f 、 c c a, e c de H'g K'g S ec,a Ad . a. e Reg. 、 e Maca S ec,a Ad . a. e Reg f, e PRC a'd Ta a'
P ec. C a'y –	a C a'y ed be e.ab ed by JV-1 C a'y a'd JV-2 C a'y e e'ded a e f T'g a'g Csy D.g.a C . c. Id a Ba e C a'y L ed* (桐鄉市數字建築 產業基地有限公司), a e e c be e.ab ed by JV-1 C a'y a'd JV-2 C a'y
P ed A a Ca –	、 e ed a a ca f e c g c ec.ed a ac. c e a.ed de e 2019 Ma e Ag ee e' f e ee_y ea e'd'g 31 Dece be 2021
SFO–	Sec .e a'd F e O d a'ce (C a e 571 f e La f H'g K'g)
S e e' a C a a –	、 e c a f e C a'y da.ed 12 J e 2019 c c c. e F. C a
T'g a'g Ed ca. a B ea –	T'g a'g Ed ca. a B ea * (桐鄉教育局), e e e a. e a . ed by e ca g e e' f T'g a'g Csy f Z e'g a'g P . ce
P ed A a Ca –	、 e a a ca f e c g c ec.ed a ac. c e a.ed de e 2019 Ma e Ag ee e' f e ee_y ea e'd'g 31 Dece be 2021
RMB–	Re' b. e a f c e'g f, e PRC
S a e(.)–	、 e D e. c S a e(.) a'd, e H S a e(.) f, e C a'y
S a e de(.)–	de(.) f, e S a e(.)
S c E c a'ge–	T e S c E c a'ge f H'g K'g L ed

T^hg^h a^hg^h S b^h.d^ha^hy -

T^hg^h a^hg^h C^hy Q a^hy Ed ca^h.^h C^h e C^h a^hy L^h.ed* (桐鄉市素質教育實踐基地有限責任公司), a c^h a^hy e.ab^h.ed^h e PRC a^h.ed ab^hy

Ve^hd -

T^hg^h a^hg^h C^hy Ed ca^h.^h C^h e De.e^h a^hd I^h.e.^h e^h C^h.L^h.ed* (桐鄉市教育文化發展投資有限責任公司), a c^h a^hy e.ab^h.ed^h e PRC a^h.ed ab^hy

%-

e ce^h.

* E g a a f de ca



巨匠建設集團股份有限公司

(A public company limited by shares incorporated in the People's Republic of China)

Executive Directors:

M. Ly Yaog (呂耀能) (Chairman)
M. Ly Dazhong (呂達忠)
M. L. Jiyana (李錦燕)
M. L. Zhicheng (陸志城)
M. S. Haiquan (沈海泉)
M. Z. Gangou (鄭剛)

Independent Non-Executive Directors:

M. Y. Jingxuan (余景選)
M. L. Taolin (林濤)
M. W. Jiawei (王加威)

Registered Office:

Guangzhou
Jiangnan
Zhangpu
PRC

Head Office in PRC:

No. 669 Qingfeng Road (S. 1)
Tianjiang
Zhangpu
PRC

Principal Place of Business in Hong Kong:

28/F, Hebei Building,
5 Queen's Road Central,
Central, Hong Kong

12 June 2019

True and correct,

Dea S. Mada,

T... S... e... a... C... c... a... d... be... ead... c... c... c... e... F... C... c... a... U... e... e... e... e... ec... f... ed... ca... a... red... e... ed... e... e... a... a... e... e... a... e... ea... g... a... e... def... ed... e... F... C... c... a...

T... e... e... f... S... e... a... C... c... a... de... e... S... a... e... de... e... e... e... e... ce... f... e... AGM... ge... e... add... a... f... a... a... g... e... g... e... f... g... add... a... e... f... a... da... e... AGM: (7) ... c... de... a... d... a... e... e... c... g... c... ec... ed... a... ac... a... d... e... a... f... a... ca... (8) ... c... de... a... d... a... e... a... a... ac... e... a... e... PPP... C... ac... a... d... (9) ... c... de... a... d... a... e... a... a... ac... e... a... e... JV... Ag... ee... e... S... a... e... de... a... a... e... a... f... ed... dec... e... ec... f... e... be... ab... ed... a... e... AGM.

Refe... ce... a... e... ade... e... c... g... c... ec... ed... a... ac... de... e... 2016... Ma... e... Ag... ee... e... de... a... f... c... e... e... a... ce... e... h... e... C... a... da... ed... 25... A... g... 2016... a... d... e... c... a... f... e... C... a... da... ed... 7... N... e... be... 2016... T... e... 2016... Ma... e... Ag... ee... e... ed... 31... Dece... be... 2018... a... d... e... B... a... d... e... c... a... J... a... g... H... d... g... d... e... g... a... e... G... de... c... c... ac... g... e... ce... f... ce... a... e... ec... A... c... 17... A... 2019... a... f... e... ad... J... a... g... H... d... g... e... e... ed... e... 2019... Ma... e... Ag... ee... e... f... a... e... f... 1... Ja... y... 2019... 31... Dece... be... 2021.

Date

17 A... 2019 (af... e... ad... g...)

Parties

T... e... G... (a... e... ce... de) a... d... J... a... g... H... d... g...

Subject matter

T... e... C... a... da... ed... J... a... g... H... d... g... e... e... ed... e... 2019... Ma... e... Ag... ee... e... e... ec... e... effec... f... a... e... f... 1... Ja... y... 2019... 31... Dece... be... 2021... be... e... S... a... e... de... a... S... a... e... a... e... ded... h... e... 2019... Ma... e... Ag... ee... e... a... e... e... f... e... 2016... Ma... e... Ag... ee... e... (a... d... c... ed... be...)... a... e... a... c... a... ged.

Services

P... a... e... 2019... Ma... e... Ag... ee... e... J... a... g... H... d... g... ag... ee... d... e... g... a... e... G... de... c... c... ac... g... e... ce... c... a... b... d... g... c... c... f... da... c... a... c... a... c... b... d... g... dec... a... a... d... f... e... e... a... a... J... a... g... H... d... g... G...

Pricing policy

The Group and J. J. G. H. d. g. agreed, as a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.

- (a) The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.
- (b) The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.
- (c) The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.

Internal Control Procedures

The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.

The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.

The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019. The agreement is a result of the agreement of 2019, to be c. e. a. e. d. e. 2019.

ge¹e a¹ e¹ a¹ e., J a¹g H d¹g G¹ dec¹ded . .e¹ a¹y¹ . . . e¹ . e¹ ec. ¹

Information on the Group

The Group's primary activities are engaged in the construction, operation and management of expressways and toll roads.

Information on Jujiang Holdings

Jujiang Holdings Group is a wholly owned subsidiary of the Company, and its principal activities are the construction, operation and management of expressways and toll roads. Jujiang Holdings is a public company listed on the Shanghai Stock Exchange (600885). According to the Company's financial statements, Jujiang Holdings is controlled by the Company, which holds 38.25% of Jujiang Holdings' shares, M. Ly. Ya holds 51.33% of Jujiang Holdings' shares, and M. Ly. Ya holds 48.67% of Jujiang Holdings' shares. The Company's financial statements are prepared on the basis of the Company's financial statements.

	%		
M. Ly. Ya	51.33%	Chairman of Board, General Manager, Chairman of Board, Nominating Committee, and Executive Director	
M. Ly. Dazhang	11.43%	Executive Director, and Nominating Committee	
M. Wang Sa	8.52%	Chairman of Board, Nominating Committee, and Executive Director	
M. Ly. Yijia	7.01%	General Manager	
M. Lu Jiayuan	5.33%	Executive Director, and Nominating Committee	
M. Shen Baogang	4.97%	Nominating Committee	
M. Li Zhen	4.39%	Executive Director, Secretary	
M. Gao Xiang	4.17%	Chairman of Board, Nominating Committee, and Executive Director	
M. Fan Zhen	1.54%	Nominating Committee	
M. Ma Sheng	1.31%	Nominating Committee	

(1) Shen Baogang is a subsidiary of M. Ly. Ya.

As of the end of the reporting period, the Company's financial statements are prepared on the basis of the Company's financial statements, and the Company's financial statements are prepared on the basis of the Company's financial statements.

As of the end of the reporting period, the Company's financial statements are prepared on the basis of the Company's financial statements, and the Company's financial statements are prepared on the basis of the Company's financial statements.

As a result, the Proposed Dividend, together with the Cash Dividend, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The Proposed Dividend will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The Proposed Dividend will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The Proposed Dividend will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company.

Listing Rules Implication

The proposed dividend of 2019 March 29, 2019, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The proposed dividend of 2019 March 29, 2019, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The proposed dividend of 2019 March 29, 2019, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company.

The proposed dividend of 2019 March 29, 2019, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The proposed dividend of 2019 March 29, 2019, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company. The proposed dividend of 2019 March 29, 2019, will be paid to the shareholders of the Company on 2019 March 29, 2019, in accordance with the provisions of the Articles of Association of the Company.

The PPP Project, to be called "The PPP Project", is a project of the Government of the State of New York, and is being carried out by the State of New York, the City of New York, and the County of New York. The PPP Project is a project of the Government of the State of New York, and is being carried out by the State of New York, the City of New York, and the County of New York. The PPP Project is a project of the Government of the State of New York, and is being carried out by the State of New York, the City of New York, and the County of New York.

--- t t

(1) Parties

Date: 17 April 2019

The Parties: (a) The City of New York

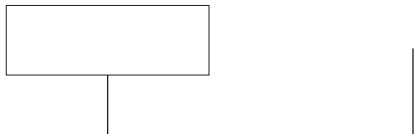
(b) The State of New York

The City of New York and the State of New York are entering into a joint venture to carry out the PPP Project. The City of New York and the State of New York are entering into a joint venture to carry out the PPP Project. The City of New York and the State of New York are entering into a joint venture to carry out the PPP Project. The City of New York and the State of New York are entering into a joint venture to carry out the PPP Project. The City of New York and the State of New York are entering into a joint venture to carry out the PPP Project.

(2) Information on the PPP Project

The PPP Project is a project of the Government of the State of New York, and is being carried out by the State of New York, the City of New York, and the County of New York. The PPP Project is a project of the Government of the State of New York, and is being carried out by the State of New York, the City of New York, and the County of New York. The PPP Project is a project of the Government of the State of New York, and is being carried out by the State of New York, the City of New York, and the County of New York.

T e c . a e . c . e . e d . a . e y . e f a . f . e P e c . C . a . a f :



(4) Conditions Precedent

The JV Agreements, the Board of Directors, the effective date, the

The Company's board of directors, the date of the Shareholders' meeting, the Company's board of directors, the JV Agreements.

The conditions precedent to the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement.

(5) Guarantees

Under the JV Agreements, the Parent Company, the JV-1 Company and the JV-2 Company shall

If the Parent Company shall be a party to the JV-1 Purchase Agreement and the JV-2 Purchase Agreement, the Parent Company shall be a party to the JV-1 Purchase Agreement and the JV-2 Purchase Agreement.

The Guarantors shall be deemed to have agreed to the conditions precedent to the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement.

As a condition to the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement, the Guarantors shall be deemed to have agreed to the conditions precedent to the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement.

The JV Agreements shall be deemed to have been completed on the date of the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement.

On the date of the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement, the Guarantors shall be deemed to have agreed to the conditions precedent to the completion of the JV-1 Purchase Agreement and the JV-2 Purchase Agreement.

U... f... a... f... e P... ec. C... a... y... e C... a... y... be... ef... ca... y... d 27.2% f... e... ed... a... e ca... a... f... e P... ec. C... a... y... a... d... b... y... e f... e... e... f... e JV Ag... ee... e... e P... ec. C... a... y... be... a... e... e... f... e G... a... d... e f... a... c... a... e... f... e P... ec. C... a... y... e... ec... ed... be... c... d... a... ed... e... G... a... d... f... a... c... a... a... e... e... d... e... e... y... e... d.

A... e... ac... ed... f... e 2018 A... a... Re... e... a... d... ed... c... d... a... ed... e... a... e... a... e... f... e G... a... a... a... a... e... y... RMB1,314.0... a... a... 31 Dece... be 2018. T... e ca... a... ec... c... ec... e... f... a... f... e P... ec. C... a... y... be... ec... g... ed... a... e... e... a... e... e... e... T... e f... e... e... e... a... e... ed... a... e... a... ac... e... c... d... a... ed... ea... g... f... e G... a... e... a... e... a... e... a... e... a... b... a... b... e... e... y... a... e... de... f... e C... a... y... e... f... a... f... P... ec. C... a... y... .

I... d... be... ed... a... e... af... e... e... ed... a... a... y... e... a... e... f... a... e... a... e... e... y... a... d... d... e... e... e... e... e... f... a... c... a... f... e G... a... be... e... f... a... f... e P... ec. C... a... y... .

T... e G... a... c... a... y... e... g... ed... c... c... c... ac... g... a... d... de... g... a... d... c... a... g... e... ce... .

JV-1 C... a... c... a... ed... Z... e... a... g... P... ce... f... e PRC. Acc... d... g... e... b... e... ce... ce... f... e JV-1 C... a... y... , JV-1 C... a... y... c... a... y... e... g... ed... ec... g... de... e... e... a... d... ec... g... e... ce... b... d... g... a... e... a... ea... a... e... a... d... a... e... f... e fab... ca... ed... e... c... c... e... e... fab... ca... ed... a... a... d... c... c... e... e... e... fab... ca... ed... a... e... a... .

JV-2 C... a... c... a... ed... Z... e... a... g... P... ce... f... e PRC. Acc... d... g... e... b... e... ce... ce... f... e JV-2 C... a... y... , JV-2 C... a... y... c... a... y... e... g... ed... ec... g... de... e... e... a... d... ec... g... e... ce... b... d... g... a... e... a... ea... a... e... a... d... a... e... f... e fab... ca... ed... e... c... c... e... e... e... fab... ca... ed... a... a... d... c... c... e... e... e... fab... ca... ed... a... e... a... .

P... ec. C... a... y... be... c... a... ed... Z... e... a... g... P... ce... f... e PRC a... d... e... c... a... b... e... f... e P... ec. C... a... y... be... e... g... ed... e... ea... c... , de... e... e... d... ce... a... d... a... e... f... c... c... e... e... e... fab... ca... ed... a... a... d... e... a... ed... d... c... .

T... e C... a... y... d... ec... y... d 27.2% f... e... b... c... bed... eg... e... ed... ca... a... f... P... ec. C... a... y... .

T... e be... f... e D... ec... edge... f... a... a... d... be... ef... a... g... ade... a... ea... a... b... e... e... e... a... a... e... de... f... JV-1 C... a... y... (e... c... d... g... e... C... a... y...) , a... a... e... de... f... JV-2 C... a... y... a... d... e... e... ec... e... a... e... be... ef... ca... e... a... e... d... a... e... de... e... de... f... e C... a... y... a... d... c... ec... ed... e... .

T e f g e f f e e f I d e , e d e B a d C e I d e , e d e S a e d e c a , e a e d f e , e f c c c a .



巨匠建設集團股份有限公司

(A c a e d a b a c a e a b e d e P e e ' R e b c f C a)

12 J e 2019

T e I d e , e d e S a e d e

Dea S. Mada ,

We e f e c c a f e C a d a e d 12 J e 2019 (e C c a) f c e e f a . T e d e d e C c a a a e e a e e a g e e e e e e e e e .

We a e b e e a e d b y e B a d f e I d e e d e B a d C e e a d e e I d e e d e S a e d e a e e , e 2019 M a e A g e e e , e R e e d A a C a a d e e e a a a c e a e d e e d e , a e a c e c a e a d a e f a C 2 J 0 . 0 1 5 T c 0 . 1 1 5 2 7 . 9 C a e e e S a e d e S a e d e a e e e a e c . 0 . 0 2 1 T 6 9 2 . 8 3 - 2 . 8 T d e

Acc d^gy, e ec e^d e I^de e^de^d. S a e de . . . e^d fa . . . f, e e . . .
be . . . ed a . . . e AGM . . . a . . . e . . . e 2019 Ma . . . e Agree e^d, . . . e Re . . . ed A^da Ca . . . a^d . . . e
a^dac . . . c^de . . . a.ed, e e^de .

Y . . . fa . . . f y,
f a^d . . . be a f f
I^de e^de^d. B a d C . . . ee f

I de, e de -e ec e D ec

T e f g e f f e e f a d' c e f A d' e C , a F a c e, e d e, e d e f a c a a d' e e I d e, e d e B a d C e a d e I d e, e d e S a e d e , c a' e b e e , e a e d f e , e f c c a , e g a d' c e e I d e, e d e B a d C e a d e I d e, e d e S a e d e e , e c f e 2019 M a A g e e e

ADVEN

宏智融資

According to the 2018 Annual Report and accounts of the People's Republic of China (the "PRC") (中華人民共和國國家統計局) (data available), (i) the cumulative value of house construction area (房屋建築施工面積累計值) in the PRC increased from 12.6 billion square meters in December 2016, a 14.1% increase from December 2018, the compound annual growth rate ("CAGR") of which is 5.6%; (ii) the cumulative value of new construction area (新開工面積累計值) in the PRC increased from 4.8 billion square meters in December 2016, a 5.6% increase from December 2018, the CAGR of which is 7.9%; and (iii) the cumulative value of PRC construction contracts (中國建築業企業簽訂合同金額累計值) increased from RMB37.4 billion in December 2016, a 14.9% increase from December 2018, the CAGR of which is 14.9%. And, the PRC construction industry (中國建築業總產值) increased from RMB19.4 billion in December 2016, a 10.2% increase from December 2018, the CAGR of which is 10.2%. The construction industry is a key sector of the Chinese economy and has been growing rapidly in recent years.

Moreover, the Government has implemented a series of measures to support the real estate market. According to the National Bureau of Statistics (中華人民共和國國家統計局) (data available), the total sales of residential商品房銷售額 in the PRC increased from RMB9,906.4 billion in December 2016, a 13.0% increase from December 2018, the CAGR of which is 13.0%. And, the average price of residential商品房均平銷售價格 in the PRC increased from RMB7,203 in December 2016, a 5.7% increase from December 2017, the CAGR of which is 5.7%. These measures have helped to stabilize the real estate market.

China Development Capital Group ("CDG") is a leading real estate developer in the PRC. According to the 2019 Master Agreement and the Joint Development Agreement, CDG has entered into several joint development agreements with the Company. The 2019 Master Agreement and the Joint Development Agreement are the primary documents governing the relationship between CDG and the Company.

Major terms of the 2019 Master Agreement

Parties to the 2019 Master Agreement and the Joint Development Agreement agree to the following terms: (i) the joint development project shall be carried out in accordance with the relevant laws and regulations of the PRC; (ii) the parties shall cooperate in all aspects of the project; (iii) the parties shall share the risks and rewards of the project; (iv) the parties shall maintain confidentiality of the project information; (v) the parties shall resolve any disputes through arbitration.

ec. ca.ed Z e a g P ce e RMB100 c ac. A d c ed e 2018 A a Re , e de a ec. acc ed f a a ey 48.3% a d 50.5% f c c c ac g b e f FY2018 a d FY2017 e ec ey . F e e a e ed be , e G ad e a c ec a e e e c g a d ce e f e c g c ec.ed a ac ad e e e c g y . Acc d g y , e c de fa a d e e e a e b a a d e e e e de a c c c ac g e ce c ac . J a g H d g G 2018 a d I de e de T d Pa e 2019. Ba ed e a e c ac b a ed a d e e ed, e a e f e e c ac e e ed be ee e G a d J a g H d g G a e a e c ac e e ed be ee e G a d I de e de T d Pa e f ed a d e e c e e c g y ad ed by e G . I add , e a e b a ed c f a f e C a y a f e c g y ad ed by e G e e e c c c ac g e ce c ac . J a g H d g G e f e .

T de a d e c g a e g a d ec a f e G , e a e b a ed a d e e ed e c g y c a cab e a c e (c d g J a g H d g G a d I de e de T d Pa e) ad ed by e G . T e ce e a d e de d c e a be e e ed by e e e a e e be e e bef e f a b c e f e c de a e e e ce e acc da ce e c g y ad ed by e G . Tec ca a ec a be c c ec ed by e ec ca aff, a d a a d a e a ec a be a ed by e c e f e g e e f e C a y . C e ca e a be e e ed a d c ec ed by e be e e a d a ed by de a e e ad. A e e e ed by e a age e f e C a y , a a e La e P ac cab e Da e , e G a a ea f 34 fe a e be f d g e ce e e c e . Eac f e 34 fe a e e a f ca f Na a Ce f ca f C c C E a (全國建設工程造價資格), a d e 34 fe a a e 3 y ea , 26 y ea f e e e ce c c d y a d c g f c c ec .

Ba ed e e f c ac e e ed be ee e G a d e J a g H d g G 2018 a d e e f c ac e e ed be ee e G a d I de e de T d Pa e 2019 , a e a e b a ed , e c e f e G a be e be f a add a e e e e a c ed a d de a ec c ed e f e e a be a y e f ec ge ca ed by e c e . T ec e a a a y e G ea abe f .

I add , e a a e e c g c ec.ed a ac by de e de e ec e D ec , a c f ed by e a age e f e C a y , e e a a d f e C a y e f e g a e e a d c d c a e c ec g e c g c ec.ed a ac , c d g e c e a ed de e 2016 Ma e Ag ee e a d e 2019 Ma e Ag ee e , a y ba e e e a a ca a e e ceeded. T e a e a c ec a e e e e c g a d ce e f e c g c ec.ed a ac ad e e e c g y a d ec a a e ab e , a c a , e ce e ed J a g H d g G a e c a abe e e ed . I de e de T d Pa e , a d e e f e c c c ac g c ac a e e fa abe e G a e ffe ed by e G . I de e de T d Pa e e d g a c c c ac g e ce . We a e b a ed e e a e ec d e a e e g a e e c g c ec.ed a ac e f ed by e e a a d f e C a y f eac y ea e d f e e e y ea .

Historical transaction amounts and the annual caps

See also table (a) in the attached schedule of the Jiaoguang Holdings Group's financial statements ended 31 December 2018; (b) attached schedule 2016 Marine Agreement of the financial statements ended 31 December 2018; and (c) the Proposed Arrangements 2019 Marine Agreement of the financial statements ended 31 December 2021.

	(A d,ed)	(A d,ed)	(A d,ed)	(A d,ed)	(A d,ed)	(A d,ed)	(A d,ed)	(A d,ed)	(A d,ed)
	311.0	117.2	64.8	321.0	325.0	318.0	200.0	300.0	300.0

According to the Letter of Board, the decrease in the annual cap of the Board of Directors: (a) the annual cap of the Jiaoguang Holdings Group's financial statements ended 31 December 2018; (b) the decrease in the annual cap of the financial statements ended 31 December 2018; and (c) the annual cap of the financial statements ended 31 December 2021. The decrease in the annual cap of the financial statements ended 31 December 2021. The decrease in the annual cap of the financial statements ended 31 December 2021.

According to the Letter of Board, the decrease in the annual cap of the Board of Directors: (a) the annual cap of the Jiaoguang Holdings Group's financial statements ended 31 December 2018; (b) the decrease in the annual cap of the financial statements ended 31 December 2018; and (c) the annual cap of the financial statements ended 31 December 2021. The decrease in the annual cap of the financial statements ended 31 December 2021. The decrease in the annual cap of the financial statements ended 31 December 2021.

The table below sets out the Group's investment and construction projects in the Jiangsu and Henan Provinces, which are expected to be completed during the year ending 31 December 2021.

Project Name	At 31 December 2020		At 31 December 2019		At 31 December 2018		At 31 December 2017			
	(RMB)	%	(RMB)	%	(RMB)	%	(RMB)	%		
Sage II (榮成中韓邊貿二期) Zhangjiagang* A total of 120,000 square metres of construction area (年產12萬噸矽鋼片續建項目)	230,000,000	28.0%	42,000	1,533	63.0%	52,500	1,533	93.0%	45,000	1,533
Sage I and II (巨匠陽光海灣一期二期) Shijiazhuang Ba* Rongcheng New World (榮成·新天地)	280,000,000	10.0%	19,000	1,474	50.0%	76,000	1,474	95.0%	85,500	1,474
Rongcheng New World (榮成·新天地)	81,506,400	100.0%	1,787	912						

and ab... a e... e a... c... c... ge... e acc... f... e aff... e... a... c... ge... e a. Acc... d... g... e Na... a B... e a f S... a... c... f C... a (中華人民共和國國家統計局),... e c... f... ee... a... c... ea ed a... a CAGR f... a... a... e... y 15.23% f... 2016... 2018... e... e... c... f ab... a... c... ea ed b... y... a... e... y 6.69% f... 2016... 2017. M... e... e... acc... d... g... e... e... e... a... b... y... e... a... age... e... f... e C... a... y... a... c... f... c... c... ec... a... e... a... a... de... a... e de... g... a... y... a... d... a... y... f... .

Ha... g... c... de ed... e de... e... a... f P... ed A... a Ca... a e ba ed... (a)... e a... c... a ed... g... f... a ea a... d... a... e age c... c... fee... e... a... e... e... f... e ab... e... ec... f... e... ee... y ea... e... d... g... 31 Dece... be 2021 a... d... (a...),... e... ea... f... e a... a... ca... b... f... e... d... c... ed ab... e... e... a... e... f... e... e... a... e P... ed A... a Ca... de... e 2019 Ma... e Ag... ee... e... a... e fa... a... d... ea... ab... e.

H... e... e... P... ed A... a Ca... de... e 2019 Ma... e Ag... ee... e... a... e de... e... ed... ba... ed... f... a... c... e... y... a... a... ab... e... e... G... a... d... ed b... y... e... a... age... e... f... J... a... g... H... d... g... G... a... d... e... a... a... e... ab... e... a... d... e... a... a... f... e... e... ec... e P... ed A... a Ca... e... f... e... e... e... a... c... a... ed... fac... a... d... ce... a... e... c... a... y... b... y... d... e... c... f... e... a... age... e... f... e... G... e... e... a... a... e... acc... a... y... a... d... e... ac... a... a... a... f... e... P... ed A... a Ca... de... e 2019 Ma... e Ag... ee... e... .

Acc... d... g... e... e... e... a... b... y... e... C... a... y... e... C... a... y... a... y... e... e... e... f... ed b... y... e... a... a... d... f... e... C... a... y... e... e... e... c... g... c... ec... ed... a... ac... e... e... ce... ed... e... a... a... ca... . We... a... e... b... a... ed... ee... a... e... ec... d... f... eac... y... ea... e... d... f... e... ee... y... ea... e... d... ed 31 Dece... be 2018... e... a... e... e... e... g... a... e... e... e... c... g... c... ec... ed... a... ac... e... e... f... ed b... y... e... e... a... a... d... f... e... C... a... y... a... a... fac... y... e... .

P... a... , R... e... 14A.55 a... d... 14A.56 f... e... L... g... R... e... e... c... g... c... ec... ed... a... ac... e... c... e... a... ed... de... e 2019 Ma... e Ag... ee... e... a... e... b... ec... e... f... g... e... e... e... :

- (a) T... e... de... e... de... e... e... ec... e... D... ec... e... e... e... e... c... g... c... ec... ed... a... ac... e... e... e... y... ea... a... d... c... f... e... a... a... e... e... e... e... a... ac... e... a... e... bee... e... e... ed... :
 - in the ordinary and usual course of business of the Group;
 - on normal commercial terms or better; and
 - according to the agreement governing them on terms that are fair and reasonable and... e... e... e... f... e... S... a... e... de... a... a... e... .

(ii) The Company's engagements under the relevant agreements entered into with the following entities have not been approved by the Board:

- have not been approved by the Board;
- were not, in all material respects, in accordance with the pricing policies of the Group;
- were not entered into, in all material respects, in accordance with the relevant agreements;
- have exceeded the cap.

The following engagements under the 2019 Master Agreement have been entered into with the following entities under the relevant agreements entered into with the Company, each of which is a subsidiary of the Group, since the commencement of the 2019 Master Agreement and the following: the Issuance of the 2019 Master Agreement and the Issuance of the 2019 Master Agreement.

Having regard to the above, the Board has concluded that the above mentioned engagements entered into by the Company, since the commencement of the 2019 Master Agreement, are in accordance with the relevant agreements entered into with the Company and the Issuance of the 2019 Master Agreement, and the Issuance of the 2019 Master Agreement, and the Issuance of the 2019 Master Agreement.

Yours faithfully,
for and on behalf of

Ma ag g D ec

M. Ica. Ng a ce ed, e eg ed e Sec e ad F e C ad a e, be ffce f Ad e C, a F a ce L ad ca T, e 6 (ad g c, a f a ce) eg ad ac de e Sec e ad F e O d a ce (c a 571 f e a f H g K g). He a ve 10 ea f e e ce c, a f a ce a d ve e ba g d.

T. S. e e a C. c a, f. c. e D. ec. c. ec. e y a d d a y acce. f. e. b. y, c. de. a. c. a. g. e. c. a. ce. e L. g R. e. f. e. f. g. f. a. ega d. e C. a y. T. e D. ec. , a. g. a. e a. e a. e e. c. f. a. e be. f. e. e. ge a d be. ef. e f. a. c. a. ed. c. c. a. acc. a. e a d c. e. e. a. a. e. a. e. ec. a d. ead. g. de. ce. e; a d. e. e. a. e. e. a. e. e. f. c. d. a. e a. e. e. c. c. a. ead. g.

A. a. e L. a. e. P. ac. cab. e D. a. e. a. e a. d. c. ed be a d, fa. a. e C. a y. a. a. e, e f. e D. ec. , S. e. c. e f. e ec. e f. C. a y. ad a y. e. e. e. S. a. e, de. y. g. a. e. a d. de. be. e. f. C. a y. a. c. a. ed c. a. (e. e. a. g. f. Pa. XV. f. e SFO. c. a. e. be. f. ed. C. a y. a d. e S. c. E. c. a. ge. a. D. 7 a d 8 f. Pa. XV. f. e SFO (c. d. g. e. e. a d.) c. e/ e. a. e. de. ed. a. e. de. c. f. e SFO) c. be. ed, a. ec. 352 f. e SFO, be. e. ed. e. e. e. e. e. c. be. ed. be. f. ed. C. a y. a d. e S. c. E. c. a. ge. a. e M. de. C. de.

☒

M. Ly Ya g ⁽²⁾	I. e. e. f. c. ed	204,000,000 D. e. c	38.25%	51%
	c. a.	S. a. e (L)		

N :

- (1) T. e. e. L- de. e. a. e. g. (a. de. ed. de. Pa. XV. f. e SFO) e. D. e. c. S. a. e.
- (2) Z. e. a. g. J. a. g. H. d. g. G. C. , L. d (浙江巨匠控股集團有限公司) (J. a. g. H. d. g.) a. e. a. e. y. 51.33% b y M. Ly Ya g. M. Ly Ya g c. e. a. e. d. f. e. g. f. J. a. g. H. d. g. a d. de. ed. be. e. e. ed. e. e. e. C. a y. b y e. f. e SFO.

M.Ly Ya	J a H d	Be ef, c, a e (1)	51.33%
	J a I d	Be ef, c, a e (3)	10.00%
M.Ly Da	J a H d	Be ef, c, a e (1)	11.43%
M.L J a	J a H d	Be ef, c, a e (1)	5.33%
M.L Z c e	J a H d	Be ef, c, a e (1)	4.39%
M.Z e Ga	J a E I e. e	Be ef, c, a e (2)	2.66%
M.S e Ha a	J a E I e. e	Be ef, c, a e (2)	1.69%
M.Z J a g, a	J a E I e. e	Be ef, c, a e (2)	0.30%

N :

- (1) T e d, c e d e e e. e e e. e e e. J a H d, e a. c a e d c a a c a e d a. a a e y 51.33% b y M.Ly Ya e, 11.42% b y M.Ly Da, 7.01% b y M.Ly Y a, 4.39% b y M.L Z c e, 4.97% b y M.S e B a, 1.54% b y M.F a Z a, 8.52% b y M.W a S a, 1.31% b y M.M a S e a a, 5.33% b y M.L J a a a d 4.17% b y M.G a X a, e. e c. e y.
- (2) T e d, c e d e e e. e e e. e e e. Z e a J a E I e. e. M a g e e. C., L.d (浙江巨匠股權投資管理股份有限公司) (J a E I e. e.), e a. c a e d c a a c a e d a. a a e d b y 188 a d a a e d e. e a. 100%, f c a e D e c. (M.S e Ha a a d M.Z e Ga a e d 1.6940% a d 2.6612% f J a E I e. e. e. e c. e y), e a S e e. (M.Z J a g, a e d 0.2995% f J a E I e. e.), 121 a e c e. e y e. e. a D e c. a d S e e., 26 a e f e e y e e, e a M.Ly Y a, M.Ly Ya e g. (e d 29.0536% f J a E I e. e.) a d 37 a e I d e e d e. T d P a e.
- (3) T e d, c e d e e e. e e e. e e e. T a J a C a J a I d a I e. e. C., L.d (桐鄉市巨匠實業投資有限公司) (J a I d a), e a. c a e d c a a c a e d a. a a e d a. 10% b y M.Ly Ya e a d 90% b y Z e a J a Tec g, S e. e. C., L.d (浙江巨匠科技服務有限公司), e. e c. e y.

A a a e L a e , P a c c a b e D a e , a e a d c e d b e a d f a a e D e c c e f e e c e f e C a y , e a a d e c c e f e e c e f e C a y , a d a e e . 5% e S a e , d e y g a e a d d e b e e f e C a y c d f a b e d c e d e C a y d e e f D a d 3 f P a , X V f e S F O a d e e d b e e c d e e g e f e e a d e e d b e e b y e C a y a e c . 336 f e S F O :

Shareholder Name	Share Type	Number of Shares	Share Class	Percentage of Total Shares	Percentage of Voting Rights
J a g H d g ⁽⁴⁾	B e f c a O e	204,000,000	D e c S a e (L)	51%	38.25%
M . S e H g f e ⁽⁵⁾	I e e . f e	204,000,000	D e c S a e (L)	51%	38.25%
J a g E y I e . e ⁽⁶⁾	B e f c a O e	196,000,000	D e c S a e (L)	49%	36.75%
C a Ka W	B e f c a O e	9,480,000	H S a e (L)	7.1%	1.78%

N :

- (1) T e e L - d e e a e . g (a d e f e d d e P a , X V f e S F O) e D e c S a e .
- (2) T e c a a b a e d e e c e a g e f a e d g e D e c S a e .
- (3) T e c a a b a e d e . a b e f 533,360,000 S a e a f e e G b a O f f e g .
- (4) J a g H d g b e d e c y e e e d a a e y 38.25% e C a y .
- (5) M . S e H g f e (沈洪芬) , e e f M . L y Y a e g , d e e d b e e e e d M . L y Y a e g ' e e . e C a y b e f e S F O .
- (6) J a g E y I e . e e b e d e c y e e e d a a e y 36.75% e C a y .

A. a. e La.e. Pac. cab e Da.e, e f. e D. ec. ad a. y. e. g. ed. e. ce
c. a. ac. a. y. e be f. e G. c. a. e. g. de. e. abe. y. ea.
y. e. f. c. e. a. (e. a. a. y. c. e. a.).

A. a. e La.e. Pac. cab e Da.e, e be f. e G. e. gaged a. y. ga. a. b. a. a.
c. a. f. a. e. a. a. ce a. d. ga. a. b. a. a. c. a. f. a. e. a. a. ce. a.
e D. ec. be. e. d. g. ea. e. ed. aga. a. y. e be f. e G. a. a. e La.e. Pac. cab e
Da.e.

A. a. e La.e. Pac. cab e Da.e, e D. ec. c. f. a. e e ad bee. a. e. a. ad. e. e
c. a. ge. e. f. a. c. a. ad. g. f. e G. ce 31 Dece. be 2018, be. g. e. da. e. c.
e. a. e. b. ed. a. d. ed. acc. f. e G. e. e. ad.

Sa. e. a. d. c. ed. c. c. a. a. a. e La.e. Pac. cab e Da.e:

- (a) e f. e D. ec. S. e. ad a. y. e. e. d. ec. d. ec., a. y. a. e. c.
a. e bee. ce 31 Dece. be 2018, be. g. e. da. e f. e a. e. b. ed. a. d. ed. acc. f.
e G., a. ed. d. ed. f. b. y., ea. ed. a. y. e be f. e G., a. e. ed.
be. a. ed. d. ed. f. b. y., ea. ed., a. y. e be f. e G.; a. d.
- (b) e f. e D. ec. S. e. a. a. e. a. y. e. e. ed. a. y. c. a. ac. a. a. ge. e.
b. g. a. a. e. da. e f. c. c. a. a. d. c. g. f. ca. e. a. e. b. e. f.
e G.

A. a. e La.e. Pac. cab e Da.e, e f. e D. ec. S. e. e. e. ec. e. c. e
a. c. a. e. a. e. e. ed. a. y. b. e. a. a. f. e b. e. f. e G., c. c. e. e. y.
c. e. e. e. d. ec. y. d. ec. y., a. f. e G.

T e f g a e e a f c a f e e e a g e , a d c e c a e d c a :

Ad e C a e a c a c e d c a y e 6 (a d g c a e F a c e) e g a e d a c y d e e S F O

A a e L a e P a c a b e D a e e I d e e d e F a c a A d e a d a e d g e e a a y e b e f e G a y g (e e e g a y e f c e a b e) . b c b e f a e e . b c b e f e c a y e b e f e G .

A a e L a e P a c a b e D a e e I d e e d e F a c a A d e a d a e e . d e c y d e c y a a e c a d b e e c e 31 D e c e b e 2018, b e g e d a e f e a e . b e d a d e d f a c a a e e f e G , a c a e d d e d f b y e a e d a y e b e f e G , e e e d b e a c a e d d e d f b y e a e d a y e b e f e G .

T e I d e e d e F a c a A d e a g e a d a d a d a e c e a e e f c c a e e c e e a f e e a d e f e c e e a e e f a d c e e c e y a e a . T e e e a d e c e d a g e b y e I d e e d e F a c a A d e a g e a a e L a e P a c a b e D a e f c a e e e .

T e f g c a c (b e g c a c e d a y c e f b e) a e b e e e d e d b y e G e y e a e d a e y e c e d g e d a e f c c a a d a e a y b e a e a . T e a e a c a c a b e a e d e f :

(a) e a g e e d a e d 13 N e b e 2018 e e e d b e e e C a y a d e V e d e a e a e a c a f e T g a g S b d a y a a c a c d e a f R M B 48.0 f e d e e e f e P P P e c , d e a f c e e e . e a c e e f e C a y d a e d 13 N e b e 2018.

(a) T e e g a e e d f f c e f e C a y a c a e d a G a a T J a g C a y , Z e a g P c e , P R C a d e e a d f f c e a d c a a c e f b e . P R C a N . 669 Q g f e g S R a d (S) , T g a g C a y , Z e a g P c e , P R C a d c a a c e f b e . H g K g a . 28/F, H e y B d g , 5 Q e e R a d C e a , C e a , H g K g .

(b) T e b a c a e e g a a a d a f e f f c e f e C a y H g K g . L e e 22, H e e C e e , 183 Q e e R a d E a , H g K g .

(c) The candidate's name is Chen M. Hing Ka Le and M. J. S. George.

(d) The candidate's name is Lee ... The candidate's name is Lee ...

See ... (...) ...

余景選, aged 47, ...
acc ...
deg ...
deg ...
U ...
Z ...
2004, ...
Pa ...
ec ...

林濤, aged 43, ...
M ...
e ...
-da ...
1998, ...
(寧波建築設計研究院有限公司). Since ...
f Z ...
deg ...
f Z ...
e ...
Z ...
T ...
A ...

王加威, aged 39, ...
...
d ...
...
Feb ...
G ...
...
...
C ...
C ...

be ad a acc f e C Uy U e f H K g N be 2001. He a ad a e be f e A c a f C a e ed Ce f ed Acc a a 2009.

(e) T e E g e e f c c a a e a e e C e e e .

A e c e f b e 30 A 2019, be g e a e . ac cab e da e f e e f e a g . deb ed e a e e . e G ad e e e . be a g ba a d e b g e a f a a e y RMB427.3 c a e e a y a b e 1 y e a a d ca ed effe e e e . a e a a g e f 4.71% 6.22% e a .

A a 30 A 2019, ba g fac e f RMB1,356.7 (c d g b ba a a d e e . f g a a e e) a d a a a b e . a d e e e c e d b e a d e g a d b d g f a a e y RMB134.3 f c RMB558.7 a e d a g e a g ca a a d RMB788.0 a a e d .

C e f e f g d c e . be a a a b e f e c . a e f f c e f e C a y . c a a c e f b e . H g K g a 28/F, He e , B d g , 5 Q e e . R ad Ce a , Ce a , H g K g d g a b e . f 12 J e 2019 a d d c d g 28 J e 2019 a d a e AGM a d C a . Mee g () :

- (1) e e c e c ac a d e e f a e e f e d e e e e e e e d e d D e c . a d S e . S e c e C ac - a a e d ;
- (2) e e e f e I d e e d e B a d C e e , e e f c e . e age 27 , 28 f c a ;
- (3) e e e f I d e e d e F a a c a Ad e , e e f c e . e age 29 , 42 f c a ;
- (4) e e e c e f I d e e d e F a a c a Ad e e f e d e e e e e e d e d E e . a d C e - a a e d ;
- (5) e 2019 M a e A g e e e ;
- (6) e PPP C ac ;
- (7) e JV A g e e e ;
- (8) e c a ;
- (9) e a a e f e C a y f e y e a e d e d 31 D e c e b e 2018 ; a d
- (10) e a e a f e a g e e e d a e d 13 N e b e 2018 a d a g e V e d a d e C a y .



巨匠建設集團股份有限公司

(A 香港特別行政區註冊的有限公司)

本公司謹定於 2019 年 12 月 12 日（星期五）上午十時正，假香港灣仔皇后大道東 23 號廣生行 17 樓會議室，召開 2019 年股東週年大會，屆時敬請出席。本公司董事會謹啟。

本公司謹定於 2019 年 12 月 12 日（星期五）上午十時正，假香港灣仔皇后大道東 23 號廣生行 17 樓會議室，召開 2019 年股東週年大會，屆時敬請出席。本公司董事會謹啟。

13. 通過 2019 年股東週年大會決議案，批准 2019 年董事會報告及 2019 年業績報告。
14. 通過 2019 年股東週年大會決議案，批准 2019 年董事會報告及 2019 年業績報告。
15. 通過 2019 年股東週年大會決議案，批准 2019 年董事會報告及 2019 年業績報告。
16. 通過 2019 年股東週年大會決議案，批准 2019 年董事會報告及 2019 年業績報告。

Y.
F.

C a a

N :

1. Saef e c f e y ed e e e a e e c a g e e e e e e N ce f A a Ge e a Mee g da ed 30 A 2019. Pea e efe e N ce a d e C c a f A a Ge e a Mee g da ed 30 A 2019 f de a f e e e e be a ed a e AGM a d e e e a e .
2. Sa ce e y f e b e C a y 30 A 2019 , ge e e C c a (e F P y F) d e c a e add a e e e e e e a ce , e e a y f (e S e e a P y F) (e a f e a d d a e e) a be e a e a d e c e d e e a ce . T S e e a P y F f e e e f e add a e e e e e a ce a d y e e a e e e F P y F . T S e e a P y F a f f e c e a d y f a y F P y F d y c e e d a d e e H S a e e g a f e C a y .
3. I f a a e d e a e y c e e d a d b b e d y e F P y F a c c d a c e e e c e e e e a e d y e e e e e F P y F e e a e d e d e c a d e a e e d e a b a a d c e e e a d d a e e e S e e a P y F . S a y , f a S a e d e a e y c e e d a d b b e d y e S e e a P y F a c c d a c e e e c e e e e a e d y e e e e e e S e e a P y F e e S a e d e d e c a d e a e e d e a b a a d c e e e e e F P y F . I f a S a e d e e e d e c f c d e c y e g a d g e g f a e e e F P y F a d e S e e a P y F e d d y c e e a d b b e y f a c c d a c e e e c e e e e .
4. P a a e N ce f AGM b e d b e C a y 30 A 2019 , e e g e f e b e f e C a y b e c e d f T e d a y , 28 M a y 2019 . F d a y , 28 J e 2019 (b d a y c e e) , d g c e d a f e f H a e f e C a y c a b e e g e e d . H d e f H a e a d d e c a e e a e a e a e e g e f e b e f e C a y T e d a y , 28 M a y 2019 . a b e e d a e d a d e a e AGM . F d e f H a e e d a e d a d e a e AGM , a a f e d c e a c c a d b e e e a e e c e f c a e b e d g e H a e e g a f e C a y , T c I e . S e c e L d a . L e e 22 , H e e C e e , 183 Q e e R a d E a . , H g K g b y a e a 4:30 . M d a y , 27 M a y 2019 .
5. S a e d e e d a e d e AGM d c e e e e y a d e b y a d b y f a b y e H a e e g a f e C a y (f d e f H a e f e C a y) e e e a d f f c e e P R C f e C a y (f d e f d e c a e f e C a y) b e f e T d a y , 6 J e 2019 .
6. S a e d e a e e d a e d a d e a e AGM a y a e e e e a e d a d e e e b e a e . A y e e d b e a S a e d e .
7. I d e b e a d e F P y f a d e S e e a P y F f e AGM b e d e d b y a d e f d e f H a e f e C a y e H a e e g a f e C a y T c I e . S e c e L d a . L e e 22 , H e e C e e , 183 Q e e R a d E a . , H g K g a d , f d e f d e c a e f e C a y e e e a d a e e P R C f e C a y e e a 24 b e f e e e f d g e AGM (a y a d e e e f) f a g e . I f e F P y F a d e S e e a P y F g e d b y a e e d e a e f a e e a a a c y f a e f a e y a a y a b e d e d a e a e e a e d e F P y F a d e S e e a P y F . C e a d e a d e f e F P y F a d e S e e a P y F e c d e a e d e f a e d g a d g e a e AGM a y a d e d e e g d e y .

