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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)**

## **SUPPLEMENTAL NOTICE OF H SHAREHOLDERS' CLASS MEETING**

This supplemental notice should be read together with the revised notice (the “**Notice**”) of class meeting (the “**H Shareholders' Class Meeting**”) of the holders of H shares of the Company (the “**H Shares**”) of Jujiang Construction Group Co., Ltd. (the “**Company**”) dated 7 October 2016 and the circular of the Company dated 7 November 2016 (the “**Circular**”). In accordance with the articles of association of the Company (“**Articles of Association**”), the board of directors of the Company has resolved that new resolutions (specified as special resolutions no. 8 and 9 below) proposed by a controlling shareholder of the Company as at the date of this notice shall be tabled before the forthcoming H Shareholders' Class Meeting for shareholders' approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the H Shareholders' Class Meeting will be held at the same date, time and venue stated in the Notice for the purposes of considering and, if thought fit, passing, among other things, the following revised resolutions numbered 8 and 9 by way of special resolution (unless otherwise indicated, capitalized terms used in this supplemental notice and the following resolutions shall have the same meanings as those defined in the Circular):

### **AS SPECIAL RESOLUTION**

8. “to consider and approve the proposed amendments to the articles of association of the Company (as set out in appendix V to the Circular and the appendix 1 to this supplemental notice) and adoption of the rules of procedures of the general meetings (as set out in appendix VI to the Circular and the appendix 2 to this supplemental notice), 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 (as set out in appendix X to the Circular and the appendix 3 to this supplemental notice) with effect upon the listing of the A Shares on the Shanghai Stock Exchange.”

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

Zhejiang Province, the PRC, 11 November 2016

*Notes:*

1. All resolutions at the meeting will be taken by poll.
2. The register of members of the Company will be closed from 24 October 2016 to 24 November 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 H Shareholders’ Class Meeting, 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, no later than 4:30 p.m. on 21 October 2016.
3. H Shareholders who intend to attend the H Shareholders’ Class Meeting should complete the reply slip and return it by hand or by post to the H share registrar of the Company on or before 4 November 2016.
4. H Shareholders who are entitled to attend and vote at the H Shareholders’ Class Meeting 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 H 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 authorized to sign the same on its behalf.
6. Resolutions (8) and (9) as set out in the forms of proxy which relate to the resolutions set out in the Notice (the “**Original Proxy Form(s)**”) are replaced by the revised resolutions (8) and (9) as set out in this supplemental notice. Accordingly, a revised form of proxy (“**Revised Proxy Form**”) is prepared by the Company and is enclosed herein.

In order to be valid, the Revised Proxy Form must be deposited by hand or post, 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, not less than 24 hours before the time for holding the H Shareholders’ Class Meeting (or any adjournment thereof) for taking the poll (the “**Closing Time**”). If the

Revised 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 Revised Proxy Form. Completion and return of the Revised Proxy Form will not preclude shareholders from attending and voting in person at the H Shareholders' Class Meeting 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 recognized 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.

H Shareholders who have lodged the Original Proxy Form(s) with the Company prior to the date of this supplemental notice of H Shareholders' Class Meeting of the Company should note that:

- (a) If no Revised Proxy Form(s) is lodged with the Company's Hong Kong share registrar prior to the Closing Time, the Original Proxy Form(s) will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the H Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the H Shareholders' Class Meeting, including the revised resolutions (8) and (9) set out in this supplemental notice.
- (b) If the Revised Proxy Form is lodged with the Company's Hong Kong share registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the relevant Original Proxy Form(s) previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
- (c) If the duly completed and signed Revised Proxy Form is lodged with the Company's Hong Kong share registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form(s) previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form(s) or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, H Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if any H Shareholder wishes to vote at the H Shareholders' Class Meeting, he/she will have to attend in person and vote at the relevant meeting himself/herself. Completion and return of the Original Proxy Form(s) and/ or the Revised Proxy Form(s) will not preclude H

Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjournment thereof should he/she so wish.

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. H Shareholders or their proxies shall provide their identity documents when attending the H Shareholders' Class Meeting. If corporate Shareholders appoint authorised representative to attend the H Shareholders' Class Meeting, the authorized 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 H Shareholders or their attorney when attending the H Shareholders' Class Meeting.
9. H Shareholders who attend the H Shareholders' Class Meeting shall bear their own traveling and accommodation expense.

*As of the date of this notice, the Board of the Company 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 Kai Wai, as independent non-executive Directors.*

## **Appendix 1**

Due to recent revision of the Guidelines for the Articles of Association of Listed Companies (上市公司章程指引) by the CSRC, the following articles require further amendments, details of which are set out as follows:

Original proposed amendments to **Article 1** as set out in appendix V to the Circular, which reads as:

“Article 1

Jujiang Construction Group Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock company with limited liability in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws and administrative regulations in China. The Articles of Association are formulated in accordance with the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinion Circular”), Guidelines for the Articles of Association of Listed Companies (Amended in 2014) (hereinafter referred to as the “Articles Guideline”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), and other laws and administrative regulations.”

**is further amended as follows:**

“Article 1

Jujiang Construction Group Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock company with limited liability in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws and administrative regulations in China. The Articles of Association are formulated in accordance with the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinion Circular”), Guidelines for the Articles of Association of Listed Companies (Amended in 2016) (hereinafter referred to as the “Articles Guideline”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), and other laws and administrative regulations.”

**New Article 121**, originally proposed to be added to the Articles of Association as set out in appendix V to the Circular, which reads as:

“Article 121

Shareholders attending the Shareholders’ Meeting shall give one of the following opinions on the proposal submitted for voting: for, against or abstain, except for the declaration by securities registration and clearing institution as the nominal holder of Shanghai and Hong Kong Stock-Connect shares, based on the actual holders’ intentions.

The un-filled, wrongly-filled, illegible and un-voted votes shall be deemed as the voters’ waiver of voting rights, and the voting by the shares held by them shall be counted as “abstain”.”

**is further amended as follows:**

“Article 121

Shareholders attending the Shareholders’ Meeting shall give one of the following opinions on the proposal submitted for voting: for, against or abstain, except for the declaration by securities registration and clearing institution as the nominal holder of stock connect mechanism between PRC and Hong Kong stock markets, based on the actual holders’ intentions.

The un-filled, wrongly-filled, illegible and un-voted votes shall be deemed as the voters’ waiver of voting rights, and the voting by the shares held by them shall be counted as “abstain”.”

*Shareholders are advised that the Articles of Association are available only in Chinese and the English translation of the proposed amendments to the Articles of Association set forth above and in the Circular are for reference only. In case of any inconsistency, the Chinese version shall prevail.*

## Appendix 2

Due to recent revision of the Guidelines for the Articles of Association of Listed Companies (上市公司章程指引) by the CSRC, the following rules of procedures of the general meetings require further amendments, details of which are set out as follows:

Original **Article 1** as set out in appendix VI to the Circular, which reads as:

“Article 1

In order to regulate the Company’s behaviors and ensure that the general meetings exercise the functions and powers thereof according to laws, these rules of procedures (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereafter refers to as “Company Law”), Rules for General Meeting in Listed Companies, the Guidelines for Articles of Association of Listed Companies (revised in 2014), Listing Rules of Shanghai Stock Exchange, Articles of Association for Jjiang Construction Group Co., Ltd. (hereafter refers to as “Articles of Association”) and other applicable laws and regulations.”

**is further amended as follows:**

“Article 1

In order to regulate the Company’s behaviors and ensure that the general meetings exercise the functions and powers thereof according to laws, these rules of procedures (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereafter refers to as “Company Law”), Rules for General Meeting in Listed Companies, the Guidelines for Articles of Association of Listed Companies (revised in 2016), Listing Rules of Shanghai Stock Exchange, Articles of Association for Jjiang Construction Group Co., Ltd. (hereafter refers to as “Articles of Association”) and other applicable laws and regulations.”

*Shareholders are advised that the rules of procedures of the general meetings of the Company are available only in Chinese and the English translation of the rules of procedures of the general meetings and the proposed further amendments set forth in the Circular and in this supplemental notice are for reference only. In case of any inconsistency, the Chinese version shall prevail.*



### Appendix 3

Due to recent revision of the Guidelines for the Articles of Association of Listed Companies (上市公司章程指引) by the CSRC, the current Articles of Association together with proposed amendments as set out in Appendix V to the Circular require further amendments, details of which are set out in appendix 1 to this supplemental notice.

For avoidance of doubt, assuming the abovementioned amendments and the adoption of the Draft Articles of Association (details of which are set out in appendix X to the Circular) are approved at the EGM and the Class Meetings, Articles 1 and 122 of the Draft Articles of Association which shall be effective upon the listing of the A Shares on the Shanghai Stock Exchange shall read as follows:

#### “Article 1

Jujiang Construction Group Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock company with limited liability in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”) and other laws and administrative regulations in China. The Articles of Association are formulated in accordance with the Company Law, the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Circular Regarding Opinions on the Supplements and Amendments of Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “Opinion Circular”), Guidelines for the Articles of Association of Listed Companies (Amended in 2016) (hereinafter referred to as the “Articles Guideline”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), and other laws and administrative regulations.”

#### “Article 122

Shareholders attending the Shareholders’ Meeting shall give one of the following opinions on the proposal submitted for voting: for, against or abstain, except for the declaration by securities registration and clearing institution as the nominal holder of stock connect mechanism between PRC and Hong Kong stock markets, based on the actual holders’ intentions.

The un-filled, wrongly-filled, illegible and un-voted votes shall be deemed as the voters’ waiver of voting rights, and the voting by the shares held by them shall be counted as “abstain”.

*Shareholders are advised that the Draft Articles of Association are available only in Chinese and the English translations of the above proposed articles to the Draft Articles of Association are for reference only. In case of any inconsistency, the Chinese version shall prevail.*