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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 and reply slip 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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**JUJIANG CONSTRUCTION GROUP CO., LTD.**

**巨匠建設集團股份有限公司**

(A . . . . c . . . . ed ab . . . . c. . . . a . . . . e, ab . . . . ed . . . . e Pe. . . . e', Re . . . . b c . . . . f C . . . . a)  
(Stock Code: 1459)

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jujiang Equity Investment”	Zhejiang Jujiang Equity Investment Management Co., Ltd.* (浙江巨匠股權投資管理股份有限公司), a joint stock limited liability company incorporated in the PRC on 19 August 2011 and a 36.75% shareholder in the Company.
“Jujiang Holdings”	Zhejiang Jujiang Holdings Group Co., Ltd.* (浙江巨匠控股集團有限公司), a limited liability company incorporated in the PRC on 18 August 2011 and a 38.25% shareholder in the Company.
“Latest Practicable Date”	6 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	12 January 2016, on which dealings in Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“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
“Supervisors”	the supervisors of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks
“%”	per cent

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## LETTER FROM THE BOARD

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### JUJIANG CONSTRUCTION GROUP CO., LTD. 巨匠建設集團股份有限公司

(A public company listed on the Shanghai Stock Exchange)  
(Stock Code: 1459)

*Executive Directors:*

Mr. Lv Yaoneng (呂耀能) (Chairman)  
Mr. Lv 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. Xu Guoqiang (徐國強)  
Mr. Lin Tao (林濤)  
Mr. Wong Ka Wai (王加威)

*Registered Office:*

Gaoqiao Town  
Jiaxing City  
Zhejiang Province  
PRC

*Head Office, PRC*

No. 669 Qingfeng South Road (South)  
Tongxiang City  
Zhejiang Province  
PRC

*Principal Place of Business, Hong Kong:*

22/F, World-Wide House  
19 Des Voeux Road Central

#### I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) the general mandate to issue Shares; (ii) amendments to the Articles of Association; (iii) and the other matters contained in the notices of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the AGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the written resolutions passed by all shareholders of the Company on 23 December 2015, the Directors were granted general mandate to allot and issue Domestic Shares and/or H Shares, either separately or concurrently, not exceeding 20% of the number of our Domestic Shares in issue or H Shares in issue as of the Listing Date.

The above general mandates 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 special resolution No. 6 of the notice of the AGM contained in pages 7 to 9 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 400,000,000 Domestic Shares and 133,360,000 H Shares. Subject to the passing of the General Mandate to issue new Shares at the AGM and on the basis that no further Shares are issued before the AGM, the Board will have the power to issue up to 80,000,000 Domestic Shares and 26,672,000 H Shares.

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 under this resolution by a special resolution of the Company in general meeting.

### III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM to approve the amendment of Articles 22 and 25 of the Articles of Association, details of which are set out as follows:

#### **Article 22**

#### **which originally read as:**

“After its establishment, with the review of the China Securities Regulatory Commission on 30 October, 2015 and approval of the Hong Kong Stock Exchange, the Company shall issue 133,360,000 ordinary shares (depending on the amount of the over-allotment option that is exercised), including not 133,360,000 foreign investment shares listed outside the People's Republic of China (depending on the amount of the over-allotment option that is exercised), accounting for 25% of the total number of ordinary shares that may be issued by the Company.

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## LETTER FROM THE BOARD

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After issuing the foreign investment shares listed outside the People's Republic of China mentioned above. The composition of the Company's share capital shall be: 533,360,000 ordinary shares, of which Zhejiang Jujiang Holding Co., Ltd. shall hold 204,000,000, Zhejiang Jujiang Equity Investment Management Co., Ltd. shall hold 196,000,000, holders of foreign investment shares listed outside the People's Republic of China shall hold 133,360,000 shares (depending on the amount of the over-allotment option that is exercised)."

**is amended as follows:**

"After its establishment, with the review of the China Securities Regulatory Commission on 30 October, 2015 and approval of the Hong Kong Stock Exchange, the Company shall issue 133,360,000 ordinary shares, including not 133,360,000 foreign investment shares listed outside the People's Republic of China, accounting for 25% of the total number of ordinary shares that may be issued by the Company.

After issuing the foreign investment shares listed outside the People's Republic of China mentioned above. The composition of the Company's share capital shall be: 533,360,000 ordinary shares, of which Zhejiang Jujiang Holding Co., Ltd. shall hold 204,000,000, Zhejiang Jujiang Equity Investment Management Co., Ltd. shall hold 196,000,000, holders of foreign investment shares listed outside the People's Republic of China shall hold 133,360,000 shares."

**Article 25**

**which originally read as:**

"The registered capital of the Company shall be RMB533,360,000 (depending on the amount of the over-allotment option that is exercised)."

**is amended as follows:**

"The registered capital of the Company shall be RMB533,360,000."

The above amendment to Articles 22 and 25 of the Articles of Association is to update the descriptions in relation to the structure of share capital of the Company in accordance with circumstances of the Company after the completion of the global offering of the Company for the purpose of registration at Zhejiang Provincial Administration for Industry & Commerce(浙江省工商行政管理局).

**IV. AGM**

A notice convening the annual general meeting of the Company (the "AGM") to be held at Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong at 10:00 a.m. on Thursday, 26 May 2016, is set out on pages 7 to 11 of this circular.

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 Friday, 6 May 2016.

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## LETTER FROM THE BOARD

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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. 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 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.

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.

### **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.

### **Recommendations**

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the General Mandate; and (b) amendments to the Articles of Association, 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.

### **Miscellaneous**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board  
**Jujiang Construction Group Co., Ltd.**  
**Mr. Lv Yaoneng**  
*C a s a*

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## NOTICE OF ANNUAL GENERAL MEETING

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### JUJIANG CONSTRUCTION GROUP CO., LTD. 巨匠建設集團股份有限公司

(A public company listed on the Hong Kong Stock Exchange)  
(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 Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong at 10:00 a.m. on Thursday, 26 May 2016 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 2015.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2015.
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 2015.
4. To consider and approve the reappointment of Ernst & Young as the auditor of the Company,

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## NOTICE OF ANNUAL GENERAL MEETING

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**“THAT**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

**“Rights Issue”** means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Friday, 6 May 2016.
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 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 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 accomodation expense.

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## NOTICE OF ANNUAL GENERAL MEETING

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### APPENDIX 1

The special resolution on the amendment of the Articles, details of which are set out as follows:

#### **Article 22**

##### **which originally read as:**

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After issuing the foreign investment shares listed outside the People’s Republic of China mentioned above. The composition of the Company’s share capital shall be: 533,360,000 ordinary shares, of which Zhejiang Jujiang Holding Co., Ltd. shall hold 204,000,000, Zhejiang Jujiang Equity Investment Management Co., Ltd. shall hold 196,000,000, holders of foreign investment shares listed outside the People’s Republic of China shall hold 133,360,000 shares (depending on the amount of the over-allotment option that is exercised).”

##### **is amended as follows:**

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##### **is amended as follows:**

“The registered capital of the Company shall be RMB533,360,000.”

The above amendment to Articles 22 and 25 of the Articles of Association is to update