



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)

Pursuant to the Articles of Association of the Company (the “Articles”) and the Company Law of the People’s Republic of China, the Company may, from time to time, elect any person as a director (“Director”) of the Company to fill a casual vacancy in the board of directors (the “Board”) of the Company or as a new member of the existing Board in general meeting by an ordinary resolution.

Article 103 of the Articles stipulates that:

1. Directors shall be elected at the Shareholders’ Meeting, with a term of office of three years. Directors may be eligible for re-election upon expiration of the term;
2. A written notice of the intention of nomination of a Director candidate and of his willingness to be elected shall be sent to the Company seven days prior to the date of the Shareholders’ Meeting;
3. Without violating laws, regulations and regulatory rules in connection with listing of the Company, the term of appointment of the newly elected director to fill a casual vacancy in the Board or any director appointed so as to increase the number of directors will be effective from the date of appointment to the next annual general meeting of the Company and such director will then be eligible for re-election;
4. The minimum length of the period, during which notice to the issuer of the intention to propose a person for election as a director and during which notice to the issuer by such person of his willingness to be elected may be given, will be at least 7 days (the period for lodgment of the notices will commence no earlier than the day the issuer dispatching the notice of the meeting to be convened for such election and end no later than 7 days prior to the date of such meeting);
5. The chairman and vice chairman shall be elected and removed with approval of more than half of all the directors. the chairman and vice chairman shall hold office for a period of three years and are eligible for re-election;

6. Subject to relevant laws and administrative regulations, shareholders may remove any Director whose term of office has not expired by an ordinary resolution at a Shareholders' Meeting, without prejudice to any claims as may be brought in accordance with any agreement;
7. A Director needs not to hold shares of the Company;
8. The Board of Directors shall consist of at least three independent non-executive Directors, representing at least one thirds of its total number. At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. Moreover, at least one of the independent non-executive Directors must be ordinarily resident in Hong Kong;

Based on the above, if a shareholder of the Company intends to propose any person for election as a director, the following documents, including: (i) the signed notice of the intention to propose the candidate for election as a director in general meeting; and (ii) the signed notice of the candidate indicating his or her willingness to accept the election, together with (a) information about the candidate required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and (b) the written consent indicating the consent of the candidate to release his or her personal information, shall be effectively delivered to the Company's headquarters in the PRC at No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, PRC or the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

January 2016

Note: If there is any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.