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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 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 joint stock limited liability company established in the People's Republic of China)*

**(Stock Code: 1459)**

## **(1) PROPOSALS FOR GENERAL MANDATE TO ISSUE NEW SHARES AND (2) RE-APPOINTMENT OF AUDITOR (3) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the AGM to be held at Unit 1502, Jujiang Construction Head Office Building, No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, the PRC at 2:00 p.m. on Friday, 12 June 2026, is set out on pages AGM-1 to AGM-3 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. 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 Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

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## DEFINITIONS

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*In this circular, unless otherwise defined or the context otherwise requires, the following expressions*

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(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
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

\* *English transliteration for identification purpose only*

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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 joint stock limited liability company established in the People's Republic of China)*

**(Stock Code: 1459)**

*Executive Directors:*

Mr. Lyu Yaoneng (呂耀能) (*Chairman*)  
Mr. Lyu 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. Ma Tao (馬濤)  
Mr. Wang Xinglong (汪興龍)  
Ms. Lam Fei Sui (林菲萃)

*Registered Office:*

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

*Headquarters in the PRC:*

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

*Principal Place of Business in Hong Kong:*

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

30 April 2026

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATE TO ISSUE NEW SHARES**  
**(2) RE-APPOINTMENT OF AUDITOR**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information on, among other things, the following resolutions to be put forward at the AGM: (i) the proposed grant to the Directors of the General Mandate to issue new shares; (ii) the re-appointment of auditor; and (iii) the other matters contained in the notice 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 resolutions passed by Shareholders on 27 May 2025, the Directors were granted a general mandate to allot and issue new Domestic Shares and/or H Shares, either separately or concurrently, not exceeding 20% of the number of our Domestic Shares in issue and/or H Shares in issue as at the date of passing such resolution to grant the general mandate.

The above general mandate 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 the special resolutions no. 6 and 7 in the notice of the AGM contained in pages AGM-1 to AGM-3 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 400,000,000 Domestic Shares and 133,360,000 H Shares. Subject to the grant of the General Mandate to issue new Shares at the AGM and on the basis that no Shares will be issued before the AGM, if the General Mandate is exercised in full, the Board will have the power to issue up to 80,000,000 Domestic Shares and 26,672,000 H Shares, representing 20% of the total number of the Shares in issue (excluding treasury shares, if any). As at the Latest Practicable Date, the Company did not hold any treasury 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 by a ordinary resolution of the Company in general meeting approving the General Mandate.

In case of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

### III. RE-APPOINTMENT OF AUDITOR

At the AGM, an ordinary resolution will be proposed to re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor. The re-appointment of the auditor has been reviewed by the audit committee of the Company, which has recommended to the Board that the re-appointment be proposed for Shareholders' approval at the AGM.

The estimated audit fee agreed with the auditor for the upcoming reporting period is expected to be in the range of RMB1.8 million to RMB2.1 million, based on the 2025 annual audit fee. This estimate is based on discussions between the Company and the auditor, taking into account the current audit fee, and the complexity of the Company's operations, the planned business activities for the period, the expected

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## LETTER FROM THE BOARD

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audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those in the 2025 reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

#### **IV. AGM**

A notice convening the AGM to be held at Unit 1502, Jujiang Construction Head Office Building, No. 669 Qingfeng South Road (South), Tongxiang City, Zhejiang Province, the PRC at 2:00 p.m. on Friday, 12 June 2026, is set out on pages AGM-1 to AGM-3 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy needs 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, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

#### **V. 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.

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## LETTER FROM THE BOARD

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### VI. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including the proposed grant of the General Mandate, the re-appointment of auditor, and the other matters contained in the notice of AGM, 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.

Yours faithfully  
For and on behalf of the Board  
**Jujiang Construction Group Co., Ltd.**  
**Mr. Lyu Yaoneng**  
*Chairman*

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NOTICE OF ANNUAL GENERAL MEETING

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**JUJIANG CONSTRUCTION GROUP CO., LTD.**

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(A joint stock limited liability company established in the People s Republic of China)  
(Stock Code: 1459)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Jujiang Construction Group Co., Ltd. (the Company) will be held at Unit 1502, Jiangnan Building, Office Building No. 669 Qingshi Road (Shanghai City, Zhejiang Province, PRC) at 2:00 pm on Friday 12 December 2025 for the purpose of electing the Board of Directors.

**AS ORDINARY RESOLUTIONS**

1. To elect and appoint the Board of Directors of the Company for the term ending 3 December 2025.
2. To elect and appoint the Board of Directors of the Company for the term ending 3 December 2025.
3. To elect and appoint the Board of Directors of the Company for the term ending 3 December 2025.
4. To elect and appoint the Board of Directors of the Company for the term ending 3 December 2025.
5. To elect and appoint the Board of Directors of the Company for the term ending 3 December 2025.

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL RESOLUTIONS

6. To give effect to the Board's proposal, as set out in the addendum attached to the 2023 Annual Report, to amend the Articles of Association and the Memorandum of Association of the Company (the "Articles of Association") as set forth in the attached draft resolution.

For the purpose of this notice, the following resolutions are proposed:

- (1) To approve the proposed amendments to the Articles of Association.
  - (2) To approve the proposed amendments to the Memorandum of Association and the Articles of Association of the Company.
  - (3) To approve the proposed amendments to the Memorandum of Association and the Articles of Association of the Company.
7. To give effect to the Board's proposal, as set out in the addendum attached to the 2023 Annual Report, to amend the Articles of Association and the Memorandum of Association of the Company (the "Articles of Association") as set forth in the attached draft resolution.

Yefan  
Chairman of the Board  
Jujiang Construction Group Co., Ltd.  
Mr. Lyu Yaoneng  
Chairman

Shanghai, PRC, 3 April 2026

As of the date of this notice, the Board of the Company comprises Mr. Lyu Yaoneng, Mr. Lyu Dazhong, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang, as executive Directors; and Mr. Ma Tao, Mr. Wang Xinglong and Ms. Lam Fei Sui, as independent non-executive Directors.

