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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)**

**PROPOSED RETIREMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS;  
PROPOSED APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS; AND  
PROPOSED CHANGE OF COMPOSITION OF BOARD COMMITTEES**

**PROPOSED RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Jujiang Construction Group Co., Limited\* (巨匠建設集團股份有限公司) (the “**Company**”) announces that with effect from the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”):

- (1) Mr. Wong Ka Wai (“**Mr. Wong KW**”) will retire from his position as an independent non-executive Director, the chairman of the remuneration and appraisal committee of the Company (the “**Remuneration and Appraisal Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”) to devote more time to his other business and personal engagements; and
- (2) Mr. Yu Jingxuan (“**Mr. Yu**”) will retire from his position as an independent non-executive Director, the chairman of the Audit Committee, and a member of the nomination committee of the Company (the “**Nomination Committee**”) to devote more time to his other business and personal engagements.

Both Mr. Wong KW and Mr. Yu have confirmed that they have no disagreement with the Board and that they are not aware of any matters relating to their retirement that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wong KW and Mr. Yu for their valuable contributions to the Company during their tenure of service.

## **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND PROPOSED CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Pursuant to the Company Law of the People's Republic of China and the Articles of Association of the Company, the Board proposes the following appointment:

- (1) the appointment of Mr. Wang Xinglong (“**Mr. Wang XL**”) as an independent non-executive Director, the chairman of the Remuneration and Appraisal Committee and a member of the Audit Committee; and
- (2) the appointment of Ms. Lam Fei Sui (“**Ms. Lam**”) as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee.

The above proposed appointment of independent non-executive Directors is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of ordinary resolution at the AGM. If the general meeting considers and approves the above nomination, each of Mr. Wang XL and Ms. Lam's term of office will be a term commencing on the date of approval by the Shareholders of their appointment and ending on the expiry of the term of the fourth session of the Board, and Mr. Wang XL will serve as the chairman of the Remuneration and Appraisal Committee and a member of the Audit Committee and Ms. Lam will serve as the chairman of the Audit Committee and a member of the Nomination Committee.

Set out below are the biographical profiles of Mr. Wang XL and Ms. Lam:

### **Wang Xinglong**

Mr. Wang, aged 36, has over 10 years of experience in international and local corporate finance, merger and acquisition, and laws in the People's Republic of China (the “**PRC**”). Mr. Wang is currently a practicing solicitor in the PRC and a solicitor of a local law firm. Mr. Wang obtained a master of laws degree on Chinese law from Zhejiang University in 2014.

As at the date of this announcement, Mr. Wang XL has confirmed that (i) he meets the independence guidelines as set out in Rule 3.13 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); (ii) he does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he related to any core connected persons (as defined in the Listing Rules) of the

Company; and (iii) as at the date of this announcement, there are no other factors that may affect his independence. Having considered all of the above, the Board considers Mr. Wang XL to be independent.

As at date of this announcement, Mr. Wang XL has not previously held and is not holding any position with the Company and/or its subsidiaries and does not have any relationship with any Director, supervisor, member of senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Wang XL does not hold, and has not held in the last three years, any directorships in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas and do not hold any other major appointments and qualifications.

Subject to the approval by the Shareholders of the proposed appointment of Mr. Wang XL at the AGM, Mr. Wang will enter into a service contract with the Company for a term commencing on the date of approval by the Shareholders of his appointment and ending on the expiry of the term of the fourth session of the Board. The emoluments to be received by Mr. Wang XL will be determined by the Remuneration and Appraisal Committee with reference to his relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, there are no other matters relating to the proposed appointment of Mr. Wang XL that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Lam Fei Sui**

Ms. Lam, aged 44, has more than 15 years of experience in accounting and finance, auditing and internal audit in both Hong Kong and the PRC. Currently, Ms. Lam is the chief financial officer and company secretary of Capital Finance Holdings Limited (Stock Code: 8239) (“CFHL”), a company listed on GEM of the Stock Exchange, where she joined CFHL since July 2015. Prior to this, Ms. Lam has worked for an international accounting firm and a company whose shares are listed on the Main Board of the Stock Exchange. She holds a bachelor’s degree of arts in accountancy from The Hong Kong Polytechnic University. She is a Fellow Member of the Association of Chartered Certified Accountants.

As at the date of this announcement, Ms. Lam has confirmed that (i) she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) she does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is she related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the date of this announcement, there are no other factors that may affect her independence.

As at date of this announcement, Ms. Lam has not previously held and is not holding any position with the Company and/or its subsidiaries and does not have any relationship with any Director, supervisor, member of senior management, substantial shareholder or controlling shareholder of the Company, nor does she have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Lam does not hold, and has not held in the last three years, any directorships in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas and do not hold any other major appointments and qualifications.

Subject to the approval by the Shareholders of the proposed appointment of Ms. Lam at the AGM, Ms. Lam will enter into a service contract with the Company for a term commencing on the date of approval by the Shareholders of her appointment and ending on the expiry of the term of the fourth session of the Board. The emoluments to be received by Ms. Lam will be determined by the Remuneration and Appraisal Committee with reference to her relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, there are no other matters relating to the proposed appointment of Ms. Lam that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The AGM will be held for the purposes of, among other things, seeking the Shareholders' approval on the proposed appointment of Mr. Wang XL and Ms. Lam. At the AGM, voting on the proposed ordinary resolutions will be conducted by way of poll. The notice of the AGM will be despatched to the Shareholders in due course. A circular containing, among other things, details of the proposed appointment of Mr. Wang XL and Ms. Lam will also be despatched to the Shareholders as soon as practicable.

On behalf of the Board  
**Jujiang Construction Group Co., Ltd.**  
**Mr. Lyu Yaoneng**  
*Chairman*

Zhejiang Province, the PRC, 28 March 2024

*As of the date of this announcement, 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. Yu Jingxuan, Mr. Ma Tao, and Mr. Wong Kai Wai, as independent non-executive Directors.*

\* *For identification purpose only*