
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jianzhong Construction Development Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Jianzhong Construction Development Limited

建中建設發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 589)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR;
(4) PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Jianzhong Construction Development Limited to be held at 11:00 a.m. on Tuesday, 27 June 2023 at 20/F, Jinlan Building, No. 33 Zhaoqiang Road, Mawei District, Fuzhou City, Fujian Province, China and Room 2203, 22/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong concurrently by video conference is set out on pages 21 to 26 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) and, in such event, the form of proxy shall be deemed to be revoked.

28 April 2023

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DEFINITIONS

In this circular, the following expressions have the following meaning unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Tuesday, 27 June 2023 at 20/F, Jinlan Building, No. 33 Zhaoqiang Road, Mawei District, Fuzhou City, Fujian Province, China and Room 2203, 22/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong concurrently by video conference, the notice of which is set out on pages 21 to 26 of this circular, or any adjourned meeting thereof;
“Articles” or “Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Jianzhong Construction Development Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 589);
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise required, refers to MHX Investment Limited and Mr. Xun Minghong, a Director;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Auditor”	the independent auditor of the Company;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;

DEFINITIONS

“Jianzhong Construction Technology”	Fujian Jianzhong Construction Technology Co., Ltd.* (福建建中建設科技有限責任公司) (formerly known as Fujian Jianzhong Construction Machinery Leasing Co., Ltd.* (福建省建中建築機械租賃有限公司), Fujian Jianzhong Construction Technology Co., Ltd.* (福建省建中建設科技有限責任公司) and Fujian Jianzhong Construction Technology Co., Ltd.* (福建建中建設科技股份有限公司)), a limited liability company established in the PRC on 5 December 2012 and an indirect wholly-owned subsidiary of the Company;
“Latest Practicable Date”	19 April 2023, being the latest practical date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of associations of the Company as amended and restated, supplemented or modified from time to time;
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association, the details of which are set out in Appendix III to this circular;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

English translation of names in Chinese which are marked with “” in this circular are for identification purpose only.*



Jianzhong Construction Development Limited

建中建設發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 589)

Executive Directors:

Mr. Xun Minghong

(Chairman and chief executive officer)

Mr. He Wenlin

Ms. Zheng Ping

Registered office:

Suite #4-210, Governors Square

23 Lime Tree Bay Avenue

PO Box 32311, Grand Cayman

KYI-1209, Cayman Islands

Non-executive Directors:

Mr. Yang Kaifa

Mr. Wang Wei

Mr. Xun Liangbao

*Head office and principal place of
business in Hong Kong:*

4/F, Wah Yuen Building

149 Queen's Road Central

Hong Kong

Independent Non-executive Directors:

Mr. Sze Irons, *B.B.S., J.P.*

Mr. Wong Kun Kau

Mr. Zhu Diwu

28 April 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (3) PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR;**
- (4) PROPOSED AMENDMENTS TO
THE EXISTING MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM in relation to the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of an extension to the Issue Mandate, the re-election of the retiring Directors, the re-appointment of independent auditor, the amendments to the existing Memorandum and Articles of Association and adoption of the second amended and restated Memorandum and Articles of Association of the Company, and to give you notice of the AGM.

A notice convening the AGM setting out the details of the ordinary and special resolutions to be proposed at the AGM is set out on pages 21 to 26 of this circular.

ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the resolutions of the Shareholders passed on 3 June 2021, the Directors have been granted general unconditional mandates (i) to allot, issue and deal with Shares; and (ii) to repurchase Shares. Such general mandates would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws or the Articles to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the existing general mandates have not been utilised and will lapse at the conclusion of the AGM. Therefore, ordinary resolutions will be proposed at the AGM that the Directors be granted:

- (i) a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of Shares in issue on the date of passing the relevant resolution (that is, the Issue Mandate);
- (ii) a general unconditional mandate to exercise all the powers of the Company to purchase or repurchase Shares with the aggregate nominal value not exceeding 10% of the number of Shares in issue on the date of passing the relevant resolution (that is, the Repurchase Mandate); and
- (iii) the extension of the Issue Mandate set out in (i) above to include the number of shares which may be purchased or repurchased by the Company pursuant to the Repurchase Mandate set out in (ii) above.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

The Company had in issue an aggregate of 625,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with a maximum of 125,000,000 new Shares and to repurchase a maximum of 62,500,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely Mr. Xun Minghong, Mr. He Wenlin and Ms. Zheng Ping, three non-executive Directors, namely Mr. Yang Kaifa, Mr. Wang Wei and Mr. Xun Liangbao, and three Independent Non-executive Directors, namely Mr. Sze Irons, *B.B.S., J.P.*, Mr. Wong Kun Kau and Mr. Zhu Diwu.

Pursuant to article 108(a) of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement by rotation at least once every 3 years. A retiring Director shall be eligible for re-election.

Ms. Zheng Ping, an executive Director, Mr. Xun Liangbao, a non-executive Director, and Mr. Zhu Diwu, an independent non-executive Director, shall retire from office at the AGM pursuant to article 108(a) of the Articles and, being eligible, offers themselves for re-election.

The biographical details of the retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

The Company's nomination committee has assessed the independence of the independent non-executive Directors by reference to the guidelines set out in Rule 3.13 of the Listing Rules and is of the view that they are independent of the Company. The Company's nomination committee has also reviewed the qualifications, skills and experience of the retiring Directors and is of the view that they can contribute the appropriate knowledge, expertise and diversity in perspectives to the Board and recommended to the Board the proposed re-election of all the retiring Directors.

RE-APPOINTMENT OF INDEPENDENT AUDITOR

KPMG, which has audited the consolidated financial statements of the Company for the year ended 31 December 2022, will retire as the Independent Auditor at the AGM and, being eligible, offers itself for re-appointment. The Board proposes to re-appoint KPMG as the Independent Auditor in respect of the audited consolidated financial statements of the Group for the year ending 31 December 2023 and to authorise the Board to fix its remuneration.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 31 March 2023 in relation to the proposed amendments to the existing Memorandum and Articles of Association and adoption of the second amended and restated Memorandum and Articles of Association of the Company.

The Board proposes (i) to make certain amendments to the existing Memorandum and Articles of Association of the Company in order to bring them in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (ii) to adopt the second amended and restated Memorandum and Articles of Association of the Company incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands, respectively.

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Board confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are prepared in the English language. The Chinese translation of the Proposed Amendments is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM is set out on pages 21 to 26 of this circular. Ordinary resolutions will be proposed at the AGM, among others, to approve the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of an extension to the Issue Mandate, the re-election of the retiring Directors and the Proposed Amendments and the adoption of the second amended and restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) and, in such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles.

An announcement on the poll results will be made by the Company after the AGM on websites of (1) the Stock Exchange at www.hkexnews.hk; and (2) the Company at www.fjjzkj.com in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 21 June 2023 to Tuesday, 27 June 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 20 June 2023.

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 or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, and the Proposed Amendments and the adoption of the second amended and restated Memorandum and Articles of Association are in the interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 21 to 26 of this circular.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular, namely Appendix I — Explanatory Statement on the Repurchase Mandate; Appendix II — Biographical Details of the Retiring Directors to be re-elected at the AGM; and Appendix III — Details of the Proposed Amendments to the Memorandum and Articles.

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

Yours sincerely,
By order of the Board
Jianzhong Construction Development Limited
XUN Minghong
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is the explanatory statement as required by the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 625,000,000 Shares in issue.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that there will be no change in the total number of issued Shares before the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 62,500,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM. The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles or applicable law of Hong Kong; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SOURCE OF FUNDS

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law of the Cayman Islands, the Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Shareholder	Number of Shares/ underlying shares held	Percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
MHX Investment Limited	304,056,250 (L)	48.65%	54.05%
Mr. Xun Minghong (“Mr. Xun MH”) <i>(Note 2)</i>	319,380,375 (L)	51.11%	56.78%
Ms. Song Dongling (宋冬玲) (“Mrs. Xun”) <i>(Note 2)</i>	319,380,375 (L)	51.11%	56.78%
CV Construction Capital Limited	102,937,500 (L)	16.47%	18.30%
Conch Venture Development Limited <i>(Note 3)</i>	102,937,500 (L)	16.47%	18.30%
Yijiang International Limited <i>(Note 3)</i>	102,937,500 (L)	16.47%	18.30%
Shanghai Yijiang Investment Limited* (上海弋江投資有限 公司) <i>(Note 3)</i>	102,937,500 (L)	16.47%	18.30%
Anhui Conch Venture Investment Co. Ltd.* (安徽海螺創業投資有限 責任公司) <i>(Note 3)</i>	102,937,500 (L)	16.47%	18.30%
Furi Investment Limited	45,316,125 (L)	7.25%	8.06%
Mr. Xun Liangbao (“Mr. Xun LB”) <i>(Note 4)</i>	45,316,125 (L)	7.25%	8.06%
Ms. Leng Yan (冷艷) <i>(Note 4)</i>	45,316,125 (L)	7.25%	8.06%

Notes:

- The letter “L” denotes the entity/person’s long position (as defined under Part XV of the SFO) in such Shares.
- The Company is directly owned as to 48.65% by MHX Investment Limited and 2.45% by JingH Investment Limited. MHX Investment Limited is beneficially wholly-owned by Mr. Xun MH, JingH Investment Limited is owned as to 36.99% by Mr. Xun MH. Mr. Xun MH is deemed to be interested in the same number of Shares that are held by MHX Investment Limited and JingH Investment Limited under the SFO. Mrs. Xun is the spouse of Mr. Xun MH and is therefore deemed to be interested in the same number of Shares in which Mr. Xun MH is interested under the SFO.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

3. The Company is directly owned as to 16.47% by CV Construction Capital Limited. CV Construction Capital Limited is beneficially wholly-owned by Conch Venture Development Limited. Conch Venture Development Limited is beneficially wholly-owned by Yijiang International Limited. Yijiang International Limited is beneficially wholly-owned by Shanghai Yijiang Investment Limited, which in turn is beneficiary wholly-owned as to 100% by Anhui Conch Venture Investment Co. Ltd. Each of Conch Venture Development Limited, Yijiang International Limited, Shanghai Yijiang Investment Limited and the Anhui Conch Venture Investment Co. Ltd. is deemed to be interested in the same number of Shares that are held by CV Construction Capital Limited under the SFO.
4. The Company is directly held as to 45,316,125 shares by Furi Investment BVI. Furi Investment BVI is owned as to 42.01% by Mr. Xun LB. Mr. Xun LB is deemed to be interested in the number of shares that are held by Furi Investment BVI under the SFO. Ms. Leng Yan is the spouse of Mr. Xun LB and is therefore deemed to be interested in the same number of shares in which Mr. Xun LB is interested under the SFO.

On the basis that the issued Shares remains the same, the Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under the Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the two months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.800	0.455
May	0.620	0.465
June	0.600	0.455
July	0.600	0.470
August	0.800	0.455
September	0.490	0.400
October	0.440	0.270
November	0.440	0.300
December	0.450	0.325
2023		
January	0.500	0.390
February	0.485	0.365
March	0.420	0.330
April (up to the Latest Practicable Date)	0.320	0.370

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the period in the six months prior to and up to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTOR

Ms. Zheng Ping, aged 59, was a director of Jianzhong Construction Technology from December 2012 to October 2015 and subsequently served as the deputy general manager and director of Jianzhong Construction Technology since November 2015 and since June 2016, respectively. She was appointed as a Director of our Company upon its incorporation on 5 February 2019 and was redesignated as an Executive Director on 23 August 2019. Ms. Zheng is primarily responsible for overseeing our overall operation and fixed asset and material management.

Ms. Zheng has over 26 years of experience in the construction industry. From February 1993 to March 2008, Ms. Zheng worked as an assistant general manager of Fujian Province Jianfu Bulk Cement Co., Ltd. (福建省建福散裝水泥有限公司), a then subsidiary of Fujian Cement Inc. (福建水泥股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (SSE Stock Code: 600802). From April 2008 to November 2012, Ms. Zheng worked as a deputy general manager of Ming Xin Construction Material Trading Company Limited, a company principally engaged in the trading of cement.

Ms. Zheng obtained the graduation certificate of specialised studies in computer application (計算機及應用專業) from Fujian Province Higher and Secondary Professional Education Self-study Examination Steering Committee (福建省高等與中等專業教育自學考試指導委員會), Xiamen University (廈門大學) and Fuzhou University (福州大學) in the PRC in December 1993.

Ms. Zheng obtained the Qualification Certificate of Specialty and Technology (專業技術資格證書) from the Ministry of Personnel of the PRC (中華人民共和國人事部) in December 1996, specialising in materials economics (物資經濟). She also obtained a qualification certificate as an assistant engineer (助理工程師) specialising in industrial and electrical automatisisation (工業電氣自動化) from Fuzhou City Personnel Bureau (福州市人事局) in May 1989.

NON-EXECUTIVE DIRECTOR

Mr. Xun Liangbao (“**Mr. Xun LB**”), aged 51, was appointed as a Non-executive Director of our Company on 23 August 2019. Mr. Xun LB completed his studies specialised in public management (公共管理) from the Party School of Anhui Provincial Committee of the Communist Party of China (中共安徽省委黨校) in December 2007. He served as a deputy officer-in-charge (副主任) and officer-in-charge (主任) of the service center at the Anhui Bengbu Municipal People’s Government Office (安徽蚌埠市人民政府辦公室) from March 1993 to March 2018. He was employed as a vice general manager of the Bengbu Branch of Jiangsu Wan Rong Construction Technology Co., Ltd. (江蘇萬融工程科技有限公司蚌埠分公司) from March 2018 to December 2018. He has since then been a director of Jianzhong Construction Technology from December 2018 onwards.

He obtained the Certificate of Registered Constructor in Construction Works (建築工程註冊建造師證書) from the Anhui Provincial Department of Housing and Urban-Rural Development (安徽省住房和城鄉建設廳) in May 2010.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhu Diwu, aged 48, was appointed to our Board on 18 February 2020 and does not hold any position with other members of our Group. Since May 2017, he has been the co-founder, chairman and chief executive officer of Shanghai Aihui Health Technology Co., Ltd. (上海愛匯健康科技有限公司), a company principally engaged in the provision of information technology services to hospitals in the PRC since May 2017. He has also been a director of Inventio Capital Management (HK) Limited, a company principally engaged in asset management. Mr. Zhu has been mainly responsible for supervisory the overall management in the above two companies.

Mr. Zhu was employed at Deutsche Bank Group from July 2005 to November 2010, where he last served as a director, equities research analyst in the global markets division of the company. Subsequently, Mr. Zhu was employed by Beijing Gao Hua Securities Company Limited from November 2010 to May 2017 and served as a managing director in the global investment research division of the company.

Mr. Zhu completed the study and passed the examinations of the international MBA program co-developed by Fudan University and Massachusetts Institute of Technology in June 2003.

GENERAL

Save as disclosed above, as at the Latest Practicable Date, each of the retiring Directors has confirmed that (i) he does not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years or any other major appointments and professional qualifications ; (ii) he does not hold any other position with the Company and any member of the Group; (iii) he does not have any relationship with any Directors, senior management or substantial shareholders or Controlling Shareholders of the Company; (iv) he does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (v) there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor there is any other matter that needs to be brought to the attention of the Shareholders in relation to his reappointment.

The following are the major changes to the existing Memorandum and Articles of Association introduced by the second amended and restated Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the second amended and restated Memorandum and Articles of Association.

All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the existing Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the existing Memorandum and Articles of Association.

General Amendment:

Changing “Companies Law” to “Companies Act” or “Companies Act (as revised)”, as appropriate.

Clause	Provisions in the <u>second amended and restated</u> Memorandum and Articles of Association (showing changes to the current Memorandum of Association)
2	The registered office will be situated at the offices of Osiris International Cayman Limited, Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, PO Box 32311, Grand Cayman KYKY1 -1209, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

Clause	Provisions in the <u>second amended and restated</u> Memorandum and Articles of Association (showing changes to the current Articles of Association)
1(b)	Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which not less than 14 days’ notice has been duly given.

Clause	Provisions in the <u>second amended and restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</u>
15	<p>(a) Subject to the Companies LawAct, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>
	<p>(b) Subject to the provisions of the Companies LawAct and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
	<p>(c) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</p>
	<p>(d) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.</p>

Clause	Provisions in the <u>second amended and restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</u>
	<p>(e) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>
17(d)	<p><u>Subject to the Companies Act, the Register may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the terms equivalent to Section 632 of the Companies Ordinance and the requirements of the HK Stock Exchange or by any electronic means in such manner as may be accepted by the HK Stock Exchange to that effect, be closed at such times or for such periods not exceeding the whole thirty (30) days in each year as the Board may determine in accordance with the Companies Ordinance and the Companies Act and either generally or in respect of any class of shares.</u>The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.</p>
62	<p>At all times during the Relevant Period other than the financial year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting must be held within six Months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

Clause	Provisions in the <u>second amended and restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</u>
64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, <u>on a one vote per Share basis,</u> not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
<u>67A</u>	<u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>and the right to speak.</u>
112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first annual general meeting of the Company after his appointment and be subject to <u>shall then be eligible for re-election at such meeting.</u> Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Clause	Provisions in the <u>second amended and restated Memorandum and Articles of Association (showing changes to the current Articles of Association)</u>
176	<p>(a) The <u>Shareholders</u> may by <u>Ordinary Resolution</u>Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <u>the Shareholders in a</u>the Shareholders in annual general meeting <u>by Ordinary Resolution</u> or in such manner as the Shareholders may determine except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>
	<p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by Special Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>



Jianzhong Construction Development Limited

建中建設發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 589)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Jianzhong Construction Development Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 27 June 2023 at 20/F, Jinlan Building, No. 33 Zhaoqiang Road, Mawei District, Fuzhou City, Fujian Province, China and Room 2203, 22/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong concurrently by video conference, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. to receive and consider the audited financial statements of the Company, the report of the directors (the “**Directors**”) and the report of the independent auditor for the year ended 31 December 2022;
2. to re-elect Ms. Zheng Ping as an executive Director;
3. to re-elect Mr. Xun Liangbao as a Non-executive Director;
4. to re-elect Mr. Zhu Diwu as an Independent non-executive Director;
5. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
6. to re-appoint KPMG as auditor of the Company and authorise the Board to fix the auditor’s remuneration;

NOTICE OF ANNUAL GENERAL MEETING

as special business, to consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions; and

7. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of the Company (“**Shares**”) (including the issue of any securities convertible into Shares, issue of any Shares pursuant to the Share Option Scheme (as defined below) or grant options, warrants or similar rights to subscribe for any Shares) in the capital of the Company and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under the Share Option Scheme (or similar arrangements) adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of: (aa) 20% of the aggregate number of issued Shares as at the date of the passing of this resolution; and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of such Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company as at date of the passing of this resolution), and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holding 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company.); and

“**Share Option Scheme**” means the share option scheme adopted by the Company on 18 February 2020.”

8. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase Shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Law of the Cayman Islands, the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued Shares at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.”

9. “**THAT** conditional upon resolutions no. 7 and no. 8 above being passed (with or without amendments), the general and unconditional mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 7 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 8 above, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

as special business, to consider and, if thought fit, pass the following resolution (with or without amendments) as special resolution:

10. “**THAT** (i) the existing amended and restated articles of association of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 28 April, 2023 (the “**Proposed Amendments**”), (ii) the new and second amended and restated articles of association of the Company (in the form produced to this meeting, a copy of which has been produced to this meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification), which consolidates all the Proposed Amendments, be approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting and (iii) that any one of the Directors be and is hereby authorized to do all things necessary to implement the adoption of the new amended and restated articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board
Jianzhong Construction Development Limited
Xun Minghong
Chairman and Executive Director

Fuzhou, 28 April 2023

*Head office and principal place of
business in Hong Kong:*
4/F, Wah Yuen Building
149 Queen’s Road Central
Hong Kong

Registered office:
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
PO Box 32311, Grand Cayman
KYI-1209, Cayman Islands

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of (1) Hong Kong Exchanges and Clearing Limited; and of (2) the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF ANNUAL GENERAL MEETING

In the case of joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. A form of proxy for use at the meeting is being despatched together with this notice. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. An explanatory statement containing further details regarding resolution no. 8 above is set out in a circular to the shareholders of the Company, which is being despatched together with this notice. The circular also contains particulars of the Directors proposed to be re-elected at the meeting.
5. If "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or Typhoon Signal No. 8 or above, or a black rainstorm warning signal is in effect any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company (www.fjjzkj.com) and the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.
6. The register of members of the Company will be closed from Wednesday, 21 June 2023 to Tuesday, 27 June 2023 (both days inclusive), during which period no transfer of shares will be registered. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Tuesday, 20 June 2023 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

As at the date of this notice, the Board comprised executive Directors Mr. Xun Minghong (chairman of the Board), Mr. He Wenlin and Ms. Zheng Ping; non-executive Directors Mr. Yang Kaifa, Mr. Wang Wei and Mr. Xun Liangbao; and independent non-executive Directors Mr. Sze Irons, Mr. Wong Kun Kau and Mr. Zhu Diwu.