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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Pujiang International Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Pujiang International Group Limited to be held at Floor 17, 518 Shangcheng Road, Shanghai, PRC on Thursday, 24 June 2021, at 10 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.pji-group.com>).

23 April 2021

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Floor 17, 518 Shangcheng Road, Shanghai, PRC on Thursday, 24 June 2021, at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associates”	has the meaning ascribed to it under the Listing Rules
“Company”	Pujiang International Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution contained at the notice of Annual General Meeting as set out on pages 16 to 20 of this circular

DEFINITIONS

“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	28 May 2019, being the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares at the date of passing the relevant resolution contained at the notice of Annual General Meeting as set out on pages 16 to 20 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time



PUJIANG INTERNATIONAL GROUP LIMITED

浦江國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2060)

Executive Directors:

Dr. Tang Liang (*Chairman*)
Mr. Zhou Xufeng (*Chief Executive Officer*)
Mr. Hua Wei
Mr. Ni Xiaofeng

Registered Office:

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Independent Non-executive Directors:

Ms. Pan Yingli
Mr. Chen Dewei
Mr. Zhang Bihong

*Headquarters and Principal Place of Business
in the PRC:*

Floor 16, 518 Shangcheng Road
Shanghai 200120
PRC

*Principal Place of Business
in Hong Kong:*

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

23 April 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Mr. Hua Wei was appointed by the Board as an executive Director on 17 March 2021. In accordance with Articles 16.2 and 16.19 of the Articles of Association, Mr. Hua Wei, Ms. Pan Yingli, Mr. Chen Dewei and Mr. Zhang Bihong shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Procedure and Process for Nomination of Directors

The Nomination Committee identifies individuals who are suitably qualified to become Board members through the consideration of a number of factors, including but not limited to character and integrity, qualifications, skills, experience, gender, age, cultural, educational background, knowledge and length of service. The Nomination Committee will then make recommendations to the Board on the selection of such individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and objectively against a variety of criteria, having due regard for the benefits of diversity on the Board.

Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of the independent non-executive Directors, Ms. Pan Yingli, Mr. Chen Dewei and Mr. Zhang Bihong, based on reviewing their annual written confirmations of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that each of them remains independent.

The Nomination Committee has considered each of Mr. Hua Wei's, Ms. Pan Yingli's, Mr. Chen Dewei's and Mr. Zhang Bihong's extensive experience, each of their working profile and other experience and factors as set out in Appendix I to this circular. The Nomination Committee is satisfied that each of Mr. Hua Wei, Ms. Pan Yingli, Mr. Chen Dewei and Mr. Zhang Bihong has the required character, integrity and experience to continuously fulfil her or his role as a Director effectively. The Board believed that each of their re-election as a Director would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Hua Wei, Ms. Pan Yingli, Mr. Chen Dewei and Mr. Zhang Bihong stand for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

Further information about the Board's composition and diversity as well as the attendance records at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) are disclosed in the corporate governance report of the annual report of the Company.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the Company's Annual General Meeting held on 24 June 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the number of issued Shares was 811,044,000. Therefore, the Company will be allowed to issue a maximum of 162,208,800 Shares on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting.

An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

4. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the Company's Annual General Meeting held on 24 June 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to grant the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution in relation to the Share Repurchase Mandate. The Company will be allowed to repurchase a maximum of 81,104,400 Shares on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting.

The Issue Mandate and the Share Repurchase Mandate would expire at the earliest of: (a) at the conclusion of the Company's next annual general meeting or; (b) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED PAYMENT OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.05 for the year ended 31 December 2020 per Share, subject to the approval by the Shareholders at the Annual General Meeting. The final dividend will be paid on or about 21 July 2021 to the Shareholders whose names appear on the register of members of the Company on 7 July 2021.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.pji-group.com>). Whether or not you intend to attend the Annual General Meeting, Shareholders are requested to complete the form of proxy and sign in accordance with the instructions printed thereon and deposit, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. not later than 10 a.m. on Tuesday, 22 June 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021, both days inclusive, during which period no transfer of Shares will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 18 June 2021.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Friday, 2 July 2021 to Wednesday, 7 July 2021, both days inclusive, for ascertaining Shareholders' entitlement to the proposed final dividend. No transfer of shares will be registered during this period. In order to be qualified for the proposed final dividend to be approved at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 30 June 2021.

8. RECOMMENDATION

The Directors consider that the proposed re-election of Directors and grant of the Issue Mandate, the Share Repurchase Mandate, the extension of the Issue Mandate and the proposed payment of final dividend are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

9. 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Pujiang International Group Limited
Dr. Tang Liang
Chairman of the Board

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. HUA WEI, AGED 58, EXECUTIVE DIRECTOR

Mr. Hua Wei (“**Mr. Hua**”), was appointed as Executive Director on 17 March 2021. He is responsible for overseeing the support operations and internal administration of the Group.

Mr. Hua has more than 35 years of experience in the prestressed material industry. He was graduated from Shanghai Television University and got a bachelor degree in 1985. Prior to joining the Group, Mr. Hua worked in Baosteel Shanghai No.5 Steel Co., Ltd* (寶鋼集團上海第五鋼鐵廠) as a technician from July 1985 to June 1988. From July 1988 to November 2000, he served as the supervisor of Baosteel Shanghai No.2 Steel Co., Ltd* (寶鋼集團上海第二鋼鐵廠). From December 2000 to March 2007, he served as the deputy president of Ossen Group PRC* (奧盛集團有限公司). From March 2007 till now, he has served as the chairman of the board of directors of Ossen (Jiujiang) Innovation Materials Co., Ltd.* (奧盛(九江)新材料有限公司) (“**Ossen Jiujiang**”). From December 2007 till now, he has served as the director of Ossen Innovation Materials Co.Ltd* (奧盛新材料股份有限公司) (“**Ossen Innovation Materials**”). From August 2010 till now, he has served as the director of Ossen Innovation Co., Ltd. (“**Ossen Innovation**”), a company listed on NASDAQ (stock code: OSN). From August 2019 till now, he has also served as the director of Shanghai Push Medical Device Co., Ltd.* (上海普實醫療器械股份有限公司). Ossen Jiujiang, Ossen Innovation Materials and Ossen Innovation are subsidiaries of the Group.

Save as disclosed above, Mr. Hua did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Mr. Hua has entered into a service agreement with the Company for an initial term of 3 years from 17 March 2021. Mr. Hua is entitled to receive a director’s fee of RMB240,000 per annum which is subject to review, and a discretionary bonus which is based on the performance of the Company and of Mr. Hua, determined by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions. Mr. Hua is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Mr. Hua does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hua does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr. Hua involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hua that need to be brought to the attention of the Shareholders.

(2) MS. PAN YINGLI, AGED 66, INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Pan Yingli (“**Ms. Pan**”) was appointed as an Independent Non-executive Director on 24 April 2019. Ms. Pan is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. She is responsible for providing independent judgement on the Group’s strategy, performance, resources and standard conduct.

Ms. Pan worked as a lecturer in Economics at East China Normal University from July 1984 to December 1990. She then worked as its associate professor in Finance from January 1991 to December 1993 and has been promoted to its professor in Finance from January 1994 to October 2005, during which Ms. Pan also served as a tutor of doctorate candidates in Finance from January 1996 to October 2005 and has been appointed as its tenured professor since December 2002.

Since November 2005, Ms. Pan has been a professor in Finance and tutor of doctorate candidates in Finance at Antai College of Economics and Management of Shanghai Jiaotong University. Since March 2011, Ms. Pan has also served as the director of Research Centre for Modern Finance at Shanghai Jiaotong University. Ms. Pan has also served as the chief expert of Pan Yingli Studio of the Decision-making Consultation Research Base of Shanghai Municipal Government* (上海市政府決策諮詢研究基地潘英麗工作室) since June 2012.

Ms. Pan was an independent non-executive director of China Merchants Bank, a company listed on Hong Kong Stock Exchange (stock code: 3968) from November 2011 to November 2018. She has been appointed as an independent director of Ossen Innovation, a company listed on NASDAQ (stock code: OSN), since August 2010. She has also been appointed as an independent non-executive director of Postal Savings Bank of China Co., Ltd., a company listed on Hong Kong Stock Exchange (stock code: 1658), since December 2019 and Asia Cuanon Technology Shanghai Co. Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603378), since May 2020.

Ms. Pan obtained a Bachelor’s degree in Economics from East China Normal University in the PRC in September 1982, a Master’s degree in Economics from Shanghai University of Finance and Economics in the PRC in April 1985, and a Doctoral degree in Economics from East China Normal University in the PRC in September 1992.

Save as disclosed above, Ms. Pan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Ms. Pan entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Pursuant to the letter of appointment with the Company, the annual director's fee payable to Ms. Pan shall be HK\$180,000. The director's fee paid to Ms. Pan for the year ended 31 December 2020 was approximately RMB158,000. Ms. Pan is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Ms. Pan does not have any relationships with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Pan does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Ms. Pan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Pan that need to be brought to the attention of the Shareholders.

(3) MR. CHEN DEWEI, AGED 65, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chen Dewei ("**Mr. Chen**") was appointed as an Independent Non-executive Director on 24 April 2019. Mr. Chen is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. He is responsible for providing independent judgement on the Group's strategy, performance, resources and standard conduct.

Prior to joining the Group, Mr. Chen worked as an assistant engineer of Shanghai Municipal Engineering Design General Institute (Group) Company Limited* (上海市政工程设计研究总院(集团)有限公司) from January 1983 to September 1983. He then joined Tongji University as a lecturer and a researcher in Bridge Engineering in May 1986 to January 1994. He worked as an associate professor in Bridge Engineering at Tongji University from January 1994 to June 2003. Since June 2003, he has been a professor and a tutor of doctorate candidates in Bridge Engineering at Tongji University.

Mr. Chen joined the Group as an independent director of Shanghai Pujiang Cable Co., Ltd, a subsidiary of the Company, since April 2014.

Mr. Chen graduated from Tongji University with a Doctoral degree in engineering in March 1991.

Mr. Chen did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Mr. Chen has a letter of appointment with the Company for a term of three years commencing from the Listing Date. Pursuant to the letter of appointment with the Company, the annual director's fee payable to Mr. Chen shall be HK\$180,000. The director's fee paid to Mr. Chen for the year ended 31 December 2020 was approximately RMB158,000. Mr. Chen is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Mr. Chen does not have any relationships with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chen does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(4) MR. ZHANG BIHONG, AGED 46, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhang Bihong (“**Mr. Zhang**”) was appointed as the Independent Non-executive Director of the Company on 24 April 2019. Mr. Zhang is the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. He is responsible for providing independent judgement on the Group's strategy, performance and financial operation.

Mr. Zhang has more than 16 years of experience in the areas of auditing and taxation. He is currently a certified tax agent in China as accredited by China Certified Tax Agents Association in June 2000. He is also a certified accountant in China as accredited by the Chinese Institute of Certified Public Accountants in December 2003. Prior to joining the Group, Mr. Zhang served as a senior manager at Inner Mongolia Zhong Tian Hua Zheng Accounting Firm (內蒙古中天華正會計師事務所) from September 1995 to September 2005 and was a senior manager at BDO-Reanda Xin Public Accountants (利安達會計師事務所) from October 2005 to July 2008. He was a partner of Zhong Cheng Xin An Rui (Beijing) Accounting Firm (中誠信安瑞(北京)會計師事務所) from August 2008 to October 2009.

Mr. Zhang graduated from Inner Mongolia Agricultural College with a diploma in economics (accounting) in July 1995.

Mr. Zhang did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Mr. Zhang was appointed as an Independent Non-executive Director on 24 April 2019. Mr. Zhang has a letter of appointment with the Company for a term of three years commencing from the Listing Date. Pursuant to the letter of appointment with the Company, the annual director's fee payable to Mr. Zhang shall be HK\$180,000. The director's fee paid to Mr. Zhang for the year ended 31 December 2020 was approximately RMB158,000. Mr. Zhang is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Mr. Zhang does not have any relationships with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhang does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

* *for identification purposes only*

The following is an explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 811,044,000 Shares.

Subject to the passing of the relevant ordinary resolution set out in the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares will be issued or repurchased from the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 81,104,400 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 financial statements contained in the annual report of the Company for the year ended 31 December 2020) in the event that the proposed Share 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 Share 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
May	3.35	3.08
June	3.34	2.92
July	3.24	2.89
August	3.09	2.89
September	3.18	2.88
October	3.04	2.84
November	3.02	2.67
December	3.01	2.63
2021		
January	3.00	2.75
February	3.47	2.84
March	3.65	3.07
April (up to the Latest Practicable Date)	3.40	3.20

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Elegant Kindness Limited ("**Elegant Kindness**") (a company wholly-owned by Dr. Tang Liang) controls the exercise of voting rights of 552,721,064 Shares, representing approximately 68.15% of the total voting rights in the general meetings of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Elegant Kindness would be increased to approximately 75.72% of the issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any share repurchase effected pursuant to the Share Repurchase Mandate.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



PUJIANG INTERNATIONAL GROUP LIMITED

浦江國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2060)

Notice is hereby given that the annual general meeting of Pujiang International Group Limited (the “**Company**”) will be held at Floor 17, 518 Shangcheng Road, Shanghai, PRC on Thursday, 24 June 2021 at 10 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2020.
2. To approve the declaration and payment of a final dividend for the year ended 31 December 2020.
3. (a) (i) To re-elect Mr. Hua Wei as executive director;
(ii) To re-elect Ms. Pan Yingli as independent non-executive director;
(iii) To re-elect Mr. Chen Dewei as independent non-executive director;
(iv) To re-elect Mr. Zhang Bihong as independent non-executive director; and
(b) authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company during the Relevant Period pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the grant or exercise of options under a share option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares 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; and
 - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 Company is required by any applicable law or the articles of association to hold its next annual general meeting; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company which may be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

(c) 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 Company is required by any applicable law or the articles of association to hold our next annual general meeting; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the total number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Pujiang International Group Limited
Dr. Tang Liang
Chairman of the Board

Hong Kong, 23 April 2021

Notes:

- 1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- 2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy or more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

3. In the case of joint holders of any share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
4. In order to be valid, the completed form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting or the adjourned meeting (as the case may be). Delivery of the completed form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 June 2021.

In addition, the register of members of the Company will be closed from Friday, 2 July 2021 to Wednesday, 7 July 2021, both days inclusive, to determine the entitlement to the proposed final dividend, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 June 2021.

6. In respect of the ordinary resolution 3 above, Mr. Hua Wei, Ms. Pan Yingli, Mr. Chen Dewei and Mr. Zhang Bihong will retire and be eligible to stand for re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated 23 April 2021 containing this notice.
7. In respect of the ordinary resolution 5 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.
8. In respect of the ordinary resolution 6 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 23 April 2021 containing this notice.