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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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PUJIANG INTERNATIONAL GROUP LIMITED

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)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
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 Tuesday, 21 June 2022, at 10 a.m. is set out on pages 18 to 22 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>).

29 April 2022

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 Tuesday, 21 June 2022, 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 18 to 22 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
“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 18 to 22 of this circular
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“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 18 to 22 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, Umland 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

29 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
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

In accordance with Articles 16.19 of the Articles of Association, Dr. Tang Liang, Mr. Zhou Xufeng and Mr. Ni Xiaofeng 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 Dr. Tang Liang's, Mr. Zhou Xufeng's and Mr. Ni Xiaofeng'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 Dr. Tang Liang, Mr. Zhou Xufeng and Mr. Ni Xiaofeng 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 Dr. Tang Liang, Mr. Zhou Xufeng and Mr. Ni Xiaofeng 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 2021, 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 2021, 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. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 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 Sunday, 19 June 2022) 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.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, 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 Wednesday, 15 June 2022.

7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors and grant of the Issue Mandate, the Share Repurchase Mandate and the extension of the Issue Mandate 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.

LETTER FROM THE BOARD

8. 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) DR. TANG LIANG, AGED 54, EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

Position and Experience

Dr. Tang Liang (湯亮) (“**Dr. Tang**”), is an executive Director and the chairman of the Board. Dr. Tang was appointed as a Director on 26 April 2017 and re-designated as a n executive Director and chairman of the Board on 10 December 2018 respectively. Dr. Tang is primarily responsible for overall management, corporate policy making and strategic planning of the Group’s business operations.

Dr. Tang has more than 10 years of experience in the Cable Business and 16 years of experience in the Prestressed Materials Business. Prior to joining the Group, Dr. Tang first worked as an officer of the enterprise management office at Baosteel Group Shanghai Ergang Co., Ltd.* (寶鋼集團上海第二有限公司) from July 1988 to March 1993 and then promoted and worked as the deputy director of the enterprise management office from March 1993 to November 1994. He then served as the deputy head of the enterprise administrative division of the Shanghai Municipal Metallurgical Industry Bureau (上海市冶金工業局) from November 1994 to May 1998. From May 1998 to May 2001, Dr. Tang served as an officer of the China Association of Social Workers* (中國社會工作聯合會), previously known as China Union of Social Workers* (中國社會工作協會). Thereafter, Dr. Tang served as the general manager of Innovation Material Research Institute from May 2001 to April 2004 and since April 2004, Dr. Tang has served as the president of Ossen Group Co., Ltd.* (奧盛集團有限公司) (“**Ossen Group PRC**”).

Dr. Tang currently holds positions at the subsidiaries and associates of the Group as follows:

Name of subsidiaries	Position	Duration of Tenure
Ossen Group (Asia) Co., Limited	Director	February 2002 – present
Topchina Development Group Limited	Director	November 2004 – present
Ossen (Jiujiang) Innovation Materials Co., Ltd (“ Ossen (Jiujiang) ”)	Director	April 2005 – present
Ossen Innovation Co., Ltd (“ Ossen Innovation ”)	Director	August 2010 – present
Ossen Innovation Materials Co., Ltd (“ Ossen Innovation Materials ”)	Chairman of the board of directors	December 2007 – present
Ossen Innovation Materials Group Co., Ltd	Director	April 2010 – present

Name of subsidiaries	Position	Duration of Tenure
Shanghai Pujiang Cable Co., Ltd. ("Shanghai Pujiang")	Chairman of the board of directors	March 2012 – present
Ossen Group Co., Limited	Director	September 2016 – present
Acme Innovation Limited	Director	May 2018 – present
Top Innovation Enterprises Limited	Director	May 2018 – present
Shanghai Xiong Ao Investment Co., Ltd.	Chairman of the board of directors	June 2018 – present
International Superconductor Holding Limited	Director	August 2019 – present
Chao Ao Investment Shanghai Co. Ltd.	Director	September 2019 – present
Shanghai Push Medical Device Co., Ltd.	Director	October 2019 – present
Shanghai Pride Group Limited	Director	August 2020 – present
Shanghai Superconductor	Director	September 2020 – present
Long Ao Investment (Shanghai) Co. Ltd.	Director	October 2020 – present
New Ossen Group Limited	Director	November 2020 – present
Deluxe Precision Limited	Director	November 2020 – present
Harvest Front Limited	Director	December 2020 – present

Dr. Tang has also been appointed as the chairman of the board of directors of Ossen Innovation, a company which was listed on NASDAQ (stock code: OSN) but was privatised and delisted in September 2021 from August 2010 to September 2021. Save as disclosed, Dr. Tang did not hold directorships in any other public listed companies in the last three years.

Dr. Tang previously received awards and held or currently holds positions from or at various organisations as follows:

Name of organisations	Award	Year of award
CPC Shanghai Municipal Committee Organisation Department* (中共上海市委組織部) and Shanghai Human Resources and Social Security Bureau* (上海市人力資源和社會保障局)	Shanghai Leader for the year of 2009* (2009年上海領軍人才)	January 2010
United Front Work Department of the Central Committee of the Communist Party of China (中國共產黨中央委員會統一戰綫工作部) and the All-China Federation of Industry and Commerce (中華全國工商業聯合會)	Top 100 Outstanding Chinese Private Entrepreneurs at the 40th Anniversary of China's Reform and Opening-up* (改革開放40年100位最傑出的人物)	October 2018
The State Council of the PRC	Special Subsidy	December 2020
Name of organisations	Position	Duration of Tenure
National Committee of the Chinese People's the Political Consultative Conference (中國人民政治協商會議全國委員會)	Member of the 12th National Committee of the Chinese People's of the Political Consultative Conference	March 2013 – March 2018
All-China Chamber of Industry and Commerce (中國民間商會)	Vice President	November 2017 – November 2022
National People's Congress of the PRC (中華人民共和國全國人民代表大會)	Member of the 13th National People's Congress	March 2018 – March 2023

Dr. Tang graduated from Shanghai University in the PRC, previously known as Shanghai University of Technology, with a Bachelor's degree in Metallurgy and Materials Engineering (Metal Pressure Processing discipline) in July 1988. He then obtained a Master of Business Administration degree jointly organised by Peking University in the PRC and Fordham University in the USA in May 2002, and obtained a Doctoral degree in World Economics from East China Normal University in the PRC in July 2007.

A service agreement was entered into between Dr. Tang and the Company for a term of three years commencing from the Listing Date. Dr. Tang is entitled to remuneration (including fees, salaries, allowance and benefits in kind) of nil per annum subject to annual review by the Board. The salary, allowances and benefits in kind paid to Dr. Tang for the year ended 31 December 2021 was nil. Dr. Tang is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Elegant Kindness Limited, a substantial shareholder of the Company, is wholly owned by Dr. Tang. As at the Latest Practicable Date, Dr. Tang was interested or deemed to be interested in 553,542,064 Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Dr. Tang does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Dr. Tang was a director, legal representative, general manager and/or legal representative of the following companies which were incorporated in Hong Kong or in the PRC and were dissolved by way of deregistration, and the relevant details are as follows:

Company name	Place of Incorporation	Date of dissolved or deregistration
Beijing Zhongdian Ossen Mobile Communication Technology Company Limited* (北京中電奧盛移動通信科技 有限公司)	PRC	29 October 2008
Shanghai Jingxin Investment Company Limited* (上海京新投資有限公司)	PRC	29 June 2011
Ossen Group Co., Limited (奧盛集團有限公司) (Note)	Hong Kong	29 June 2012

Note: Ossen Group Co., Limited (奧盛集團有限公司) had the same name as Ossen Group HK.

Dr. Tang confirmed that the above companies were dormant, solvent and had no trading activity at the time of their being dissolved by deregistration and he is not aware of any actual or potential claim that has been or will be made against him or these companies as a result of such deregistration.

Saved as disclosed above, there is no information which is discloseable nor is Dr. Tang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Tang that need to be brought to the attention of the Shareholders.

(2) MR. ZHOU XUFENG, AGED 56, EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Zhou Xufeng (周旭峰) (“**Mr. Zhou**”), is an executive Director and chief executive officer of the Company. Mr. Zhou was appointed as a Director on 12 November 2018 and re-designated as an executive Director and chief executive officer of the Company on 10 December 2018, respectively. Mr. Zhou is primarily responsible for overall management, financial operation, internal management of the Group.

Mr. Zhou has more than 27 years of experience in the bridge cable industry. Prior to joining the Group, Mr. Zhou worked in Shanghai Machine Tools Plant Company Limited* (上海機床廠有限公司), previously known as Shanghai Machine Tools Plant* (上海機床廠) as an office manager from September 1989 to May 2004.

From May 2004 to November 2010, he served as the chief executive officer of Ossen Group PRC and since May 2004, he has been its director. Mr. Zhou did not hold directorships in any other public listed companies in the last three years. Mr. Zhou previously held or currently holds positions at the subsidiaries of the Group as follows:

Name of subsidiaries	Position	Duration of Tenure
Shanghai Pujiang	Director present	September 2010 – present
	General manager present	December 2010 – present
	Chairman of the board of directors	December 2010 – March 2012
Zhejiang Pujiang Cable Co., Ltd.	Director	December 2010 – May 2012
Shanghai Pujiang Cable Installation Engineering Co., Ltd.	Director and general Manager	July 2011 – March 2012
Shanghai Superconductor	Director	September 2020 – present

Mr. Zhou graduated from Shanghai Television University with a diploma in Business Administration in July 2005.

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

A service agreement was entered into between Mr. Zhou and the Company for a term of three years commencing from the Listing Date. Mr. Zhou is entitled to remuneration (including fees, salaries, allowance and benefits in kind) of RMB702,356 per annum subject to annual review by the Board. The salary, allowances and benefits in kind paid to Mr. Zhou for the year ended 31 December 2021 was approximately RMB702,356. Mr. Zhou is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Mr. Zhou 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. Zhou was interested or deemed to be interested in 2,520,000 Shares or underlying Shares pursuant to Part XV of the SFO.

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

(3) MR. NI XIAOFENG, AGED 57, EXECUTIVE DIRECTOR

Mr. Ni Xiaofeng (倪曉峰) (“Mr. Ni”), aged 57, was appointed as a Director on 12 November 2018 and re-designated as an executive Director of the Company on 10 December 2018. Mr. Ni is primarily responsible for overall management, financial operation, internal management of the Group.

Mr. Ni has more than 22 years of experience in the prestressed materials industry. Prior to joining the Group, Mr. Ni worked at Shanghai Machinery Manufacture Art And Craft Institute Company Limited* (上海市機械製造工藝研究所有限公司), previously known as Shanghai Machinery Manufacture Art And Craft Institute* (上海機械製造工藝研究所), as an engineer specialising in metal materials and heat processing in November 1993 and was later promoted as a production manager from January 1995 to October 1999.

From June 2001 to December 2010, Mr. Ni worked as the technical director of Innovation Material Research Institute. Since December 2007, Mr. Ni has been appointed as a director of Ossen Innovation Materials Co., Ltd., a subsidiary of the Company. He also served as its deputy general manager from December 2007 to January 2011, and was promoted to its general manager since January 2011. Since July 2009, Mr. Ni has also been appointed as a director of Ossen (Jiujiang), a subsidiary of the Company. Save as disclosed, Mr. Ni did not hold directorships in any other public listed companies listed in Hong Kong or overseas in the last three years.

Mr. Ni has remarkable achievements and accomplishments in respect of his specialisation in metal materials engineering. Mr. Ni received the Shanghai Technology Leader* (上海市科技標兵) award in October 2008. He also participated in the editing and reviewing of several practical guidebooks, including “Simplified Aluminium Alloy Manual” (《簡明鋁合金手冊》), and “Metallographic Analysis Theory and Techniques” (《金相分析原理及技術》). His essays about manufacturing of zinc-coated strands for long-span cable-stay bridges and the research and development of zinc-coated wires for cables of large-span bridges were awarded the second prize (二等獎) and the first prize (一等獎) by China Metal Industry Techniques Exchange Society (全國金屬製品行業技術信息交流會) in May 2011 and 2012 respectively.

Mr. Ni graduated from University of Science And Technology Beijing with a Bachelor’s degree in Metal Materials Science and Engineering in December 1989.

Mr. Ni did not hold directorship in any other public listed companies in the last three years.

A service agreement was entered into between Mr. Ni and the Company for a term of three years commencing from the Listing Date. Mr. Ni is entitled to remuneration (including fees, salaries, allowance and benefits in kind) of RMB260,255 per annum subject to annual review by the Board. The salary, allowances and benefits in kind paid to Mr. Ni for the year ended 31 December 2021 was approximately RMB260,255. Mr. Ni is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

Mr. Ni 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. Ni was interested or deemed to be interested in 1,300,000 Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Ni 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. Ni that need to be brought to the attention of the Shareholders.

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 2021) 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>
2021		
May	3.45	3.24
June	4.12	3.25
July	3.90	3.31
August	3.80	3.18
September	3.60	3.09
October	3.72	3.17
November	3.78	3.16
December	3.60	3.06
2022		
January	3.60	2.74
February	3.30	2.83
March	3.14	2.80
April (up to the Latest Practicable Date)	2.97	2.42

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 553,542,064 Shares, representing approximately 68.25% 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 75.83% of the issued share capital of the Company. Save as aforesaid, 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 Tuesday, 21 June 2022 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 2021.
2. (a) (i) To re-elect Dr. Tang Liang as executive director;
(ii) To re-elect Mr. Zhou Xufeng as executive director;
(iii) To re-elect Mr. Ni Xiaofeng as executive director;
(b) authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. 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;
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

5. 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.”

6. 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 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 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 5 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, 29 April 2022

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 Thursday, 16 June 2022 to Tuesday, 21 June 2022, 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 Wednesday, 15 June 2022.
6. In respect of the ordinary resolution 2 above, Dr. Tang Liang, Mr. Zhou Xufeng and Mr. Ni Xiaofeng 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 29 April 2022 containing this notice.
7. In respect of the ordinary resolution 4 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 5 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 29 April 2022 containing this notice.