
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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CR Construction Group Holdings Limited

華營建築集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1582)

SUPPLEMENTAL CIRCULAR

(i) RE-ELECTION OF DIRECTORS

AND

(ii) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 10 April 2025 (the “**Original Circular**”) and the notice (the “**Original Notice**”) regarding the AGM to be held at Level 26, Standard Chartered Tower of Millennium, No. 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong at 11:00 on Thursday, 19 June 2025. The supplemental letter from the Board is set out on pages 1 to 6 of this Supplemental Circular.

A supplemental notice regarding the AGM is set out on pages 7 to 8 of this Supplemental Circular (the “**Supplemental Notice**”).

A revised form of proxy for use at the AGM is also enclosed herewith. The accompanying revised form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cr-construction.com.hk). Whether or not you intend to attend the AGM, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the accompanying revised form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the accompanying revised form of proxy shall be deemed to be revoked.

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CR Construction Group Holdings Limited

華營建築集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1582)

Executive Directors:

Mr. Zhang Guanhua (*Chairman*)
Mr. Pan Shujie
Mr. Li Kar Yin
Mr. Chan Tak Yiu

Non-Executive Director:

Mr. Yang Haojiang

Independent Non-Executive Directors:

The Honourable Tse Wai Chun Paul *JP*
Mr. Ho Man Yiu Ivan
Ms. Dong Yuk Lai Petrina
Mr. Lai Yuk Fai Stephen *JP*

Registered office in Cayman Islands:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Units 3-16, 32/F.
Standard Chartered Tower
Millennium City 1
388 Kwun Tong Road
Kwun Tong
Kowloon
Hong Kong

20 May 2025

To the Shareholders

Dear Sirs

SUPPLEMENTAL CIRCULAR
(i) RE-ELECTION OF DIRECTORS
AND
(ii) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the Original Circular and the Original Notice both dated 10 April 2025 and the announcement of the Company dated 12 May 2025, in relation to, among other things, the appointment of Directors (the “**Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meaning as defined in the Original Circular, the Original Notice and the Announcement.

The purpose of this Supplemental Circular is to provide you with the information and to seek your approval in respect of resolutions to be proposed in respect of the re-election of Directors and to give you the Supplemental Notice. This Supplemental Circular should be read in conjunction with the Original Circular.

SUPPLEMENTAL LETTER FROM THE BOARD

1. RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

The Board, upon the recommendation of the nomination committee of the Board, proposed each of Mr. Zhang Guanhua (“**Mr. Zhang**”) and Mr. Pan Shujie (“**Mr. Pan**”) as the retiring Director, to stand for re-election as an executive Director at the AGM. The Board considers that Mr. Zhang and Mr. Pan will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The biographical details of each of Mr. Zhang and Mr. Pan are as follows:

Mr. Zhang Guanhua

Mr. ZHANG, aged 45, was appointed as an executive Director and chairman of the Board on 12 May 2025. He has approximately 25 years of experience in the construction industry. From August 2000 to July 2016, Mr. Zhang worked for Zhejiang Tianhe Construction Co., Ltd.* (浙江省天和建設有限公司), at which his last position was a deputy general manager. From July 2016 to November 2017, he served as a deputy general manager of Zhejiang Building Materials Group Co., Ltd.* (浙江省建材集團有限公司). From November 2017 to April 2022, he served as a deputy general manager and party committee member* (黨委委員) of Zhejiang Zhejian Beautiful Countryside Construction Co., Ltd.* (浙江浙建美麗鄉村建設有限公司). From April 2022 to February 2024, he served as a director, general manager and deputy secretary of the party branch* (黨委副書記) of Zhejiang Zhejian Real Estate Group Co., Ltd.* (浙江省浙建房地產集團有限公司). Since February 2024, he has been serving as a director, general manager and deputy secretary of the party committee of Zhejiang Building Materials Group Co., Ltd. (浙江省建材集團有限公司). All the aforesaid companies are the wholly-owned subsidiaries of Zhejiang Construction Investment Group Co., Ltd.* (浙江省建設投資集團股份有限公司), a limited liability company listed on Shenzhen Stock Exchange (SZSE Security Code: 002761) and a controlling shareholder of the Company.

Mr. Zhang completed his high school education in industrial and civil architecture at Zhejiang Construction Industry School* (浙江省建築工業學校) in August 2000. He completed on-the-job college studies majoring in housing construction engineering in Zhejiang University in December 2002. In 2005, Mr. Zhang completed his studies in civil engineering at the College of Continuing Education, Zhejiang University of Technology. He is admitted as a senior engineer* (正高級工程師) in the PRC.

Save as disclosed above, as at 16 May 2025 (the “**Latest Practicable Date**”), Mr. Zhang does not (i) hold any other position with the Company or other members of the Group; (ii) have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iii) held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointments or professional qualifications.

* For illustrative purpose only

SUPPLEMENTAL LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company has entered into a service agreement with Mr. Zhang regarding his directorship for a term of 3 years, subject to the directors' retirement and re-election requirements under the Articles of Association and the Listing Rules. He is entitled to receive an annual remuneration fee of HK\$600,000. The remuneration of Mr. Zhang was determined with reference to the prevailing market conditions, his role and responsibilities, and his qualification and experience. Such remuneration has been approved by the remuneration committee of the Board and the Board and will be reviewed by the remuneration committee of the Board and the Board on an annual basis.

Save as disclosed above, as at the Latest Practicable Date, there is no other information about Mr. Zhang that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. Pan Shujie

Mr. Pan, aged 60, was appointed as the chief executive officer of the Company on 1 January 2025 and an executive Director on 12 May 2025. Prior to his appointment as the chief executive officer of the Company, he worked as our Chief Operation Officer and Deputy General Manager. Mr. Pan joined the Group in August 2020. He is mainly responsible for overseeing the overall operation of the Group. Mr. Pan currently serves as the director of CR Construction Company Limited, CR Construction (Building) Company Limited and CR Engineering Company Limited respectively.

Mr. Pan has over 36 years of experience in the construction industry. Mr. Pan worked in China State Construction Group Limited in 1987 and was seconded to China State Construction International Holdings Limited from 1991 to mid-2020. From August 2012 to August 2018, Mr. Pan was appointed as an executive director of China State Construction International Holdings Limited (stock code: 3311), the shares of which are listed on the Main Board of the Stock Exchange. Since August 2020, he joined the Group and has been serving as a Chief Operation Officer and Deputy General Manager of CR Construction Company Limited and was appointed as the director of CR Construction Company Limited in March 2022.

Mr. Pan obtained a bachelor degree in civil engineering from the Southeast University (formerly known as Nanjing Institute of Technology) and obtained a master degree of science in engineering business management from the University of Warwick (UK). He was admitted as a member of The Hong Kong Institute of Engineers in September 2003 and was admitted as a member of The Chartered Institute of Building (UK) in 2002. Mr. Pan has been appointed as a member of Construction Industry Council by Development Bureau of the Government of the Hong Kong Special Administrative Region since 2016. He has been appointed as a director of Hong Kong Green Building Council in 2020, the executive director of China Civil Engineering Society Council in 2018, a deputy director of China Green Building (HK) Council in 2018. He has been appointed as an expert member of China Association of Building Energy Efficiency in 2017. Mr. Pan had been awarded the Second Class honor of National Science and Technology Progress Award of PRC with respect to Research and Application of Critical Construction Technologies in Hong Kong Disneyland Project in 2007.

SUPPLEMENTAL LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan does not (i) hold any other position with the Company or other members of the Group; (ii) have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iii) held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointments or professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company has entered into a service agreement with Mr. Pan regarding his directorship for a term of three years, subject to the directors' retirement and re-election requirements under the Articles of Association and the Listing Rules. He is entitled to receive an annual remuneration fee of approximately HK\$2,680,000. The remuneration of Mr. Pan was determined with reference to the prevailing market conditions, his role and responsibilities, and his qualification and experience. Such remuneration has been approved by the remuneration committee of the Board and the Board and will be reviewed by the remuneration committee of the Board and the Board on an annual basis.

Save as disclosed above, as at the Latest Practicable Date, there is no other information about Mr. Pan that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to Mr. Pan that need to be brought to the attention of the Shareholders.

2. ANNUAL GENERAL MEETING

The Supplemental Notice convening the AGM is set out on pages 7 to 8 of this Supplemental Circular to consider the resolutions relating to the proposed re-election of the Directors.

As a result of the additional resolutions proposed subsequent to the despatch of the Original Notice, the Original Notice and the original form of proxy (the "**Original Form of Proxy**") sent together with the Original Circular does not contain the additional resolutions proposed as set out in this Supplemental Circular. In this connection, a revised form of proxy for use at the AGM (the "**Revised Form of Proxy**") is enclosed with this Supplemental Circular.

If a Shareholder has not yet returned the Original Form of Proxy and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolutions as set out in the Supplemental Notice.

SUPPLEMENTAL LETTER FROM THE BOARD

- (2) If the Revised Form of Proxy is returned by the Shareholder not less than 48 hours before the time appointed for the AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
- (3) If the Revised Form of Proxy is returned by the Shareholder after the closing time as set out in the Supplemental Notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolutions as set out in the Supplemental Notice.

The Revised Form of Proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cr-construction.com.hk). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (or any adjournment thereof). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

3. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 16 June 2025 to Thursday, 19 June 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 13 June 2025.

SUPPLEMENTAL LETTER FROM THE BOARD

4. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

This Supplemental 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 Supplemental Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Circular misleading.

5. RECOMMENDATION

The Directors believe that the proposed re-election of the Directors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
CR Construction Group Holdings Limited
Zhang Guanhua
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



CR Construction Group Holdings Limited

華營建築集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1582)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the annual general meeting (the “**AGM**”) of CR Construction Group Holdings Limited (the “**Company**”) both dated 10 April 2025, and the announcement of the Company dated 12 May 2025 in relation to, among other things, the appointment of directors of the Company. Unless the context otherwise requires, terms used in this supplemental notice shall have the same meaning as those defined in the Original Circular and the supplemental circular of the Company dated 20 May 2025 (the “**Supplemental Circular**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held at Level 26, Standard Chartered Tower of Millennium, No. 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 19 June 2025 at 11:00 a.m. to consider and, if thought fit, approve the following resolutions as ordinary resolutions in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTIONS

2. (a)(5) to re-elect Mr. Zhang Guanhua as an executive Director; and
2. (a)(6) to re-elect Mr. Pan Shujie as an executive Director.

By Order of the Board
CR Construction Group Holdings Limited
Zhang Guanhua
Chairman

Hong Kong, 20 May 2025

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the above resolutions is set out in the supplemental circular of the Company dated 20 May 2025.
2. As a result of the additional resolutions proposed subsequent to the despatch of the Original Circular, the Original Notice and the original form of proxy (the “**Original Form of Proxy**”) sent together with the Original Circular does not contain the additional resolutions proposed as set out in this supplemental notice. In this connection, a revised form of proxy (the “**Revised Form of Proxy**”) for the AGM is enclosed with this supplemental notice.
3. If a shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the shareholder shall not submit the Original Form of Proxy.
4. If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - (i) If no Revised Form of Proxy is returned by the shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolutions properly proposed at the AGM, including the additional resolutions as set out in this supplemental notice.
 - (ii) If the Revised Form of Proxy is returned by the shareholder not less than 48 hours before the time appointed for the AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
 - (iii) If the Revised Form of Proxy is returned by the shareholder after the closing time as set out in this supplemental notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolution as set out in this supplemental notice.
5. The Revised Form of Proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cr-construction.com.hk). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (or any adjournment thereof). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

As at the date of this supplemental notice, the Company has four executive directors, namely Mr. Zhang Guanhua, Mr. Pan Shujie, Mr. Li Kar Yin and Mr. Chan Tak Yiu; one non-executive director, namely Mr. Yang Haojiang; and four independent non-executive directors, namely The Honourable Tse Wai Chun Paul JP, Mr. Ho Man Yiu Ivan, Ms. Dong Yuk Lai Petrina and Mr. Lai Yuk Fai Stephen JP.