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## CHINA CITY CONSTRUCTION GROUP HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00711)**

### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

This announcement is made by China City Construction Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

The board of directors of the Company (the “**Board**” or the “**Directors**”) hereby announces that it would like to propose amendments to certain provisions in the bye-laws of the Company (the “**Bye-laws**”) in respect of (i) the operation of co-chairmanship structure, (ii) Directors’ retirement and re-election at general meetings, and (iii) other minor drafting improvements (the “**Proposed Amendments**”).

#### **Operation of Co-Chairmanship Structure**

The Board is currently under the joint leadership of the Co-Chairmen. In order to facilitate the operation of the co-chairmanship structure, the Board proposes to amend the Bye-laws in regard to, among other things, the appointment of co-chairmen of the Board and chairing of Board meetings and general meetings of the Company.

#### **Directors’ Retirement and Re-election at General Meetings**

The chairman of the Board and managing director of the Company are not subject to retirement and re-election at general meetings of the Company under the existing Bye-laws 86(2) and 169(2). In order to enhance corporate governance of the Company, the Board proposes to amend such provisions in the Bye-laws in compliance with code provision A.4.2 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, such that (i) all Directors appointed by the Board to fill a casual vacancy and as an addition to the Board shall be subject to re-election at the first general meeting and annual general meeting after appointment respectively, and (ii) all Directors shall be subject to the provisions in the Bye-laws for retirement by rotation and re-election at annual general meetings.

## **Other Minor Drafting Improvements**

The Board would take the opportunity to propose other minor drafting improvements to the Bye-laws, details of which will be set out in a circular to be despatched to the shareholders of the Company (the “Shareholders”).

## **GENERAL**

The Proposed Amendments are subject to the approval by the Shareholders by passing a special resolution at a special general meeting of the Company to be convened (the “SGM”). A circular containing, among other things, details of the Proposed Amendments together with a notice of the SGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board  
**CHINA CITY CONSTRUCTION  
GROUP HOLDINGS LIMITED**  
**Xu Jianhua**                      **Pang Yat Ting, Dominic**  
*Co-Chairman*                      *Co-Chairman*

Hong Kong, 23 September 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Xu Jianhua, Ir Dr. Pang Yat Bond, Derrick and Mr. Kwok Yuk Chiu, Clement, the non-executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Zhang Xiaoliang and Mr. Chow Wing Kin, Anthony SBS, JP, and the independent non-executive directors of the Company are Mr. Chan Stephen Yin Wai, Mr. Kwan Ringo Cheukkai and Mr. Wu William Wai Leung.*