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CHINA CITY CONSTRUCTION GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00711)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “Meeting”) of China City Construction Group Holdings Limited (the “Company”) will be held at Function Rooms 1 & 2, 3/F., The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 31 October 2016 at 10:30 a.m. to consider and, if thought fit, with or without modifications, pass the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the agreement dated 25 August 2016 (the “Agreement”) entered into between China Chengjian Investment Limited as vendor and China City Construction Investments Holdings Limited (formerly known as Leading Top Investments Limited) as purchaser (a copy of the Agreement is tabled at the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) in respect of, among other things, certain terms in relation to the sale and purchase of the entire issued share capital in CCCC Development Limited, and all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company (the “Directors”) be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Agreement and to agree to any amendment to any of the terms of the Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.”

SPECIAL RESOLUTION

2. “**THAT** the bye-laws of the Company (the “Bye-laws”) be and are hereby amended as follows:

(i) Bye-law 1:

(a) by adding a new definition of “Chairman of the Board” after the definition of “capital” in Bye-law 1 as follows:

““Chairman of the Board” the Chairman of the Board, or, where more than one Chairman of the Board have been appointed, any one or each of the Co-Chairmen of the Board (as the context may require) referred to in Bye-law 114.”

(b) by deleting the definition of “Company” in Bye-law 1 in its entirety and substituting therefor the following definition:

““Company” China City Construction Group Holdings Limited.”

(ii) Bye-law 63:

by deleting Bye-law 63 in its entirety and substituting therefor the following:

“The Chairman of the Board shall preside as chairman at every general meeting. If at any general meeting the Chairman of the Board is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as the chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as the chairman of the meeting if willing to act. If no Director is present, or if each of the Directors present declines to take the chair of the meeting, or if the chairman chosen shall retire from the chair of such meeting, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be the chairman of the meeting.”

(iii) Bye-law 64:

by adding the words “of any general meeting” immediately after the words “The chairman” in the first sentence, such that the first sentence of Bye-law 64 shall read as follows:

“The chairman of any general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than business which might lawfully have been transacted at the meeting had the adjournment not taken place.”

(iv) Bye-law 67:

by adding the words “of the meeting” immediately after the word “chairman” in the first sentence, such that the first sentence of Bye-law 67 shall read as follows:

“A declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution except that in the case of voting by way of a poll, the result of the poll shall be deemed to be the resolution of the meeting or adjourned meeting.”

(v) Bye-law 77:

by (a) replacing the words “to the Chairman” with “to the chairman” in the second last sentence, (b) replacing the words “if the Chairman” with “if the chairman of the meeting” in the second last sentence, and (c) replacing the word “Chairman” with “chairman of the meeting” in the last sentence, such that the second last and last sentences of Bye-law 77 shall read as follows:

“Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman of the meeting decides that the same may have affected the decision of the meeting. The decision of the chairman of the meeting on such matters shall be final and conclusive.”

(vi) Bye-law 86(2):

by (a) deleting the words “(other than the Chairman and Managing Director)” appearing in the last sentence, and (b) adding the words “pursuant to Bye-law 87” immediately after the words “such meeting” in the last sentence, such that the last sentence of Bye-law 86(2) shall read as follows:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to their number) after his appointment and shall be subject to re-election by shareholders provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-law 87.”

(vii) Bye-laws 87 and 169(2):

by (a) deleting Bye-laws 87 and 169(2) in their entirety, and (b) substituting the following for Bye-law 87:

“At each annual general meeting one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.”

(viii) Bye-laws 92 and 169(3):

by (a) deleting Bye-laws 92 and 169(3) in their entirety, and (b) substituting the following for Bye-law 92:

“Any Director may at any time by notice in writing delivered to the Office or head office or at a meeting of the Directors appoint any person to be his alternate director and may at his discretion remove such alternate director and if such alternate director is not another director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate director shall be effected by notice in writing signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may be removed at any time by body which appointed him and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors or, if earlier, the date on which the relevant Director ceases to be a Director. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.”

(ix) Bye-laws 93 and 169(4):

by (a) deleting Bye-laws 93 and 169(4) in their entirety, and (b) substituting the following for Bye-law 93:

“Every alternate Director when performing the functions of a Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of the Act and these Bye-laws relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.”

(x) Bye-laws 95 and 169(5):

by (a) deleting Bye-laws 95 and 169(5) in their entirety, and (b) substituting the following for Bye-law 95:

“An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, however, such alternate Director or any other person may be re-appointed by the Directors to serve as an alternate Director PROVIDED always that, if at any meeting any Director retires but is re-elected at the same meeting, any appointment of such alternate Director pursuant to these Bye-laws which was in force immediately before his retirement shall remain in force as though he had not retired.”

(xi) Bye-law 114:

by deleting Bye-law 114 in its entirety and substituting therefor the following:

“(1) The Board may from time to time elect or otherwise appoint one or more Chairman of the Board or one or more deputy chairman of the Board and determine the period for which each of them is to hold office. The Chairman of the Board shall take the chair at meetings of the Board. If there is no Chairman of the Board elected or appointed, or if at any meeting of the Board no Chairman of the Board is present within fifteen (15) minutes after the time appointed for holding such meeting, or if the Chairman of the Board is present but declines to take the chair of the meeting, the Directors present shall choose one of their number to be the chairman of such meeting.

- (2) More than one Directors may at any one time be appointed to be Chairman of the Board or deputy chairman of the Board, and whenever there are for the time being more than one Director so appointed, the Directors so appointed shall together be Co-Chairmen of the Board or co-deputy chairmen of the Board (as the case may be).
- (3) Where there are for the time being Co-Chairmen of the Board or co-deputy chairmen of the Board, each individual Director appointed to be Chairman of the Board or deputy chairman of the Board shall be referred to as Co-Chairman of the Board or co-deputy chairman of the Board but shall be entitled to discharge separately all the functions of the position to which he is appointed, and references in these Bye-laws to “the Chairman of the Board” or “the deputy chairman of the Board” (as the case may be) shall, unless the context requires otherwise, be to each of the Directors for the time being appointed to that position.
- (4) The Directors who are for the time being Co-Chairmen of the Board may agree among themselves which of their number, if he is present, will take the chair at any meeting of the Board or any general meeting. Subject to that, if only one of the Co-Chairmen of the Board is present or agrees to take the chair at the relevant meeting, he shall take the chair at that relevant meeting. If the Co-Chairmen of the Board present at the relevant meeting are unable to agree among themselves which of them shall take the chair at such meeting, the Directors present at that relevant meeting shall choose one of such Co-Chairmen to act as the chairman of such meeting.”

(xii) Bye-law 116:

by (a) adding the words “by facsimile or other electronic means or verbally” immediately after the words “in writing or” in the second sentence, and (b) replacing the words “President or the chairman of the Board, as the case may be,” with “Chairman of the Board” in the second sentence, such that the second sentence of Bye-law 116 shall read as follows:

“The Secretary shall convene a meeting of the Board of which notice may be given in writing or by facsimile or other electronic means or verbally by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the Chairman of the Board or any Director.”

(xiii) Bye-law 122:

by replacing the second sentence in Bye-law 122 with the following:

“Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a signature of a Director or an alternate Director contained in a document transmitted by facsimile or other electronic means shall be treated as valid provided that the document containing the original signature of the Director or alternate Director is deposited with the Secretary within ten (10) days from the date of such transmission.”

(xiv) Bye-laws 127(1) and 169(6):

by (a) deleting Bye-laws 127(1) and 169(6) in their entirety, and (b) substituting the following for Bye-law 127(1):

“The officers of the Company shall consist of the Chairman of the Board, Directors, Secretary and such additional officers as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Statutes and these Bye-laws.”

(xv) Bye-laws 127(2) and 169(7):

by (a) deleting Bye-laws 127(2) and 169(7) in their entirety, and (b) substituting the following for Bye-law 127(2):

“The Directors of the Company shall, as soon as may be after each appointment or election of Directors, elect one of their number to be Chairman of the Board and may appoint another of their number to be Managing Director; and if more than one Directors are proposed for either of these offices, the election to such office shall take place in such manner as the Directors may determine. If thought fit, two or more persons may be appointed as Co-Chairmen of the Board or Joint Managing Directors.”

(xvi) Bye-law 129:

by (a) replacing the words “President or the Chairman, as the case may be,” with “Chairman of the Board” in the first sentence, and (b) adding the words “of the meeting” immediately after the word “chairman” in the second sentence, such that Bye-law 129 shall read as follows:

“The Chairman of the Board shall act as chairman at all meetings of the Members and of the Directors at which he is present. In his absence a chairman of the meeting shall be appointed or elected by those present at the meeting.”

(xvii) Bye-law 163:

by (a) replacing the words “cable or telex or facsimile” with “facsimile or other electronic”, and (b) replacing the word “Director” appearing after the words “holder of shares from” with “director”, such that Bye-law 163 shall read as follows:

“For the purposes of these Bye-laws, a facsimile or other electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.”

(xviii) Bye-law 169(1):

by deleting Bye-law 169(1) in its entirety and substituting therefor the following as the new Bye-law 169:

“169. The provisions contained in these Bye-laws, or any of them, shall have effect at any time and from time to time that they are not prohibited by or inconsistent with any provision of the Statutes.””

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

Hong Kong, 30 September 2016

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.*
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited (“Tricor”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.*

- (3) *In the case of joint registered holders of any share(s) of the Company (“Share(s)”), any one of such holders may attend and vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting (or any adjournment thereof), either personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.*
- (4) *All the resolutions at the Meeting are to be voted by way of 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.*
- (5) ***The register of members of the Company will be closed from Friday, 28 October 2016 to Monday, 31 October 2016 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the Meeting, during which period no transfer of Share(s) will be registered. In order to be eligible to attend and vote at the Meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with Tricor at the above address for registration not later than 4:30 p.m. on Thursday, 27 October 2016. Shareholders whose names appear on the register of members of the Company on Monday, 31 October 2016 shall be entitled to attend and vote at the Meeting.***
- (6) *The Bye-laws are in the English language. The Chinese version of the amendments to the Bye-laws set out in resolution no. 2 in the notice of the Meeting above is a translation for reference only. Should there be any discrepancies, the English version will prevail.*

As at the date of this notice, 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.