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巨匠建设
JUJIANG CONSTRUCTION GROUP

Jujiang Construction Group Co., Ltd.

巨匠建設集團股份有限公司

(A joint stock limited liability company established in the People's Republic of China)

(Stock Code: 1459)

**CHANGE IN JOINT COMPANY SECRETARY
AND AUTHORISED REPRESENTATIVE**

CHANGE IN JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that with effect from 31 August 2016, (i) Mr. Zhong resigned as the joint company secretary and one of the authorised representatives of the Company due to change of work arrangements; (ii) Mr. Jin has been appointed as the joint company secretary and one of the authorized representatives of the Company. The Company has applied for, and the Stock Exchange has granted the Company, a waiver from strict compliance with the requirements for the qualifications of company secretary under the Rule 8.17 and Rule 3.28 of the Listing Rules.

CHANGE IN JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Resignation of Joint Company Secretary and Authorised Representative

The Board announces that Mr. Zhong has tendered his resignation as the joint company secretary and the authorised representative of the Company under Rule 3.05 of the Listing Rules due to change of work arrangements, with effect from 31 August 2016.

Mr. Zhong has confirmed that he has no disagreement with the Board and there is no other matter which has to be brought to the attention of the Shareholders or the Stock Exchange. Mr. Hong, (the current joint company secretary of the Company) will continue to act as another joint company secretary of the Company. Mr. Lv Yaoneng's position as the other authorised representative of the Company also remains unchanged.

The Board would like to express their sincere gratitude to Mr. Zhong for his valuable contribution to the Company during his tenure of service.

Appointment of Joint Company Secretary and Authorised Representative

The Board is pleased to announce that Mr. Jin has been appointed as the joint company secretary and the authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 31 August 2016.

Mr. Jin, aged 36, completed master's degree studies in construction and civil engineering at Tongji University (同濟大學) in July 2016 and obtained a bachelor's degree from East China Jiaotong University in civil engineering majoring in water supply and sewerage engineering in July 2003. He joined our Company and served as the deputy general manager of the enterprise development centre from July 2010 to June 2013. He served as the deputy general manager of Zhejiang Jujiang Real Estate Group Co., Ltd.* (浙江巨匠房地產集團有限公司) from July 2013 to January 2015. He served as the standing deputy general manager of the enterprise development centre of the Company since January 2015 and also as the assistant to president of the Company since January 2016, which he is mainly responsible for the strategic planning and operation management of the enterprise development. Previously, he worked as a technician in Shanghai branch of China Railway Construction Engineering Group Co., Ltd. (中铁建工集团有限公司上海分公司) from July 2003 to June 2005 and served as an engineer and a senior manager in Shanghai Merchant Property Co., Ltd.* (上海招商置業有限公司) from June 2005 to June 2010.

The Board would like to express its warmest welcome to Mr. Jin for taking up the appointment.

Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Jin currently does not possess the qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Hong Kong Listing Rules. The Company has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules with respect to the appointment of Mr. Jin as a joint company secretary of the Company during the Waiver Period on the grounds that the Company will continue to engage Mr. Hong, another current joint company secretary of the Company who possesses the relevant professional qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance to Mr. Jin in discharging his duties as one of the joint company secretaries of the Company.

The waiver is granted on the condition that, (i) Mr. Jin will be assisted by Mr. Hong during the Waiver Period and the waiver will be revoked immediately if and when Mr. Hong ceases to be a joint company secretary of the Company; (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Jin, having had the benefit of Mr. Hong's assistance, satisfies the requirements under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary; and (iii) the Company will disclose details of the waiver, including reasons for the waiver and the waiver conditions, by way of an announcement.

DEFINITIONS

Unless the context otherwise requires, the following expressions in this announcement have the following meanings:

“Board”	the board of Directors of the Company
“Company”	Jujiang Construction Group Co., Ltd. (巨匠建設集團股份有限公司), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Hong Kong Stock Exchange (stock code: 1459)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested shares in the share capital of the Company, which are listed on the main board of the Stock Exchange with a nominal value of RMB1.00 each
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	means person(s) who, as far as the Directors are aware after having made all reasonable enquiries, are not connected persons of the Company
“Listing”	the listing of the H Shares on the Stock Exchange which commenced on 12 January 2016
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Hong”	Mr. Hong Kam Le (康錦里)
“Mr. Jin”	Mr. Jin Shuigen (金水根)
“Mr. Zhong”	Mr. Zhong Zhihua (鍾志華)
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Waiver Period”	a period of three years from the date of appointment of Mr. Jin as a joint company secretary of the Company (being 31 August 2016)

By order of the Board
Jujiang Construction Group Co., Ltd.
Mr. Lv Yaoneng
Chairman

Zhejiang Province, the PRC, 31 August 2016

As of the date of this notice, the Board comprises Mr. Lv Yaoneng, Mr. Lv Dazhong, Mr. Li Jinyan, Mr. Lu Zhicheng, Mr. Shen Haiquan and Mr. Zheng Gang, as executive Directors; and Mr. Xu Guoqiang, Mr. Lin Tao, and Mr. Wong Kai Wai, as independent non-executive Directors.

** for identification purposes only*