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Zhenro Properties Group Limited
正榮地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6158)

**APPOINTMENT OF JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17
OF THE LISTING RULES**

APPOINTMENT OF JOINT COMPANY SECRETARY

Reference is made to the announcement of Zhenro Properties Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 12 November 2018 in relation to, amongst others, the resignation of Mr. Tan Mingheng as a joint company secretary of the Company.

The board of directors (the “**Board**”) of the Company is pleased to announce that Mr. Chen Jian (“**Mr. Chen**”) has been appointed as a joint company secretary of the Company with effect from 24 December 2018.

Mr. Chen joined the Company in October 2015 and has served successively as deputy general manager of treasury department, general manager of finance department of the finance management centre as well as deputy general manager of the financial management centre of the Company. Mr. Chen is currently the general manager of the financial management centre of the Company and is responsible for all the matters of the finance management centre.

Mr. Chen started his career as an audit assistant with PwC Zhong Tian LLP, Certified Public Accountants (普華永道中天會計師事務所有限公司) from August 2003 to October 2004. He was manager of audit department of KPMG Huazhen LLP (畢馬威華振會計師事務所) from November 2004 to December 2008. Prior to joining the Group, Mr. Chen worked with Fujian Sansheng Real Estate Development Co., Ltd. (福建三盛房地產開發有限公司) from April 2009 to September 2015 where his last position was chief financial officer.

Mr. Chen obtained his bachelor degree in finance from Southwestern University of Finance and Economics (西南財經大學) in June 2003.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), an issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that an issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of a company secretary by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Chen currently does not possess the qualifications of a company secretary as required under note 1 to Rule 3.28 of the Listing Rules. However, based on Mr. Chen’s academic qualification, working experience as described above, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules and the Stock Exchange has granted a waiver (the “**Waiver**”) to the Company from strict compliance with the requirements for the qualifications of a company secretary under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Mr. Chen’s appointment as the joint company secretary of the Company (the “**Waiver Period**”) on the condition that:

- (i) Mr. Chen will be assisted by Ms. Kwong Yin Ping, Yvonne (“Ms. Kwong”) who has the qualification of a company secretary as required under Rule 3.28 of the Listing Rules during the Waiver Period;
- (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Chen can satisfy Rule 3.28 of the Listing Rules, having had the benefit of Ms. Kwong’s assistance such that a further waiver will not be necessary; and
- (iii) the Company will announce details of the Waiver, including its reasons and conditions.

The Waiver will be revoked immediately if and when Ms. Kwong ceases to be a joint company secretary of the Company. The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

The Board would like to extend its warmest welcome to Mr. Chen for taking up the appointment.

By order of the Board
Zhenro Properties Group Limited
Huang Xianzhi
Chairman

Hong Kong, 24 December 2018

As at the date of this announcement, the executive directors of the Company are Mr. Huang Xianzhi, Mr. Wang Benlong and Mr. Chan Wai Kin, the non-executive directors of the Company are Mr. Ou Guoqiang and Mr. Ou Guowei, and the independent non-executive directors of the Company are Mr. Loke Yu (alias Loke Hoi Lam), Mr. Shen Guoquan and Mr. Wang Chuanxu.