



興勝創建控股有限公司

HANISON CONSTRUCTION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 896)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hanison Construction Holdings Limited (the "Company") will be held at Bamboo and Peacock Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 29th July 2004 at 10:00 a.m. for the purpose of transacting the following businesses:—

Ordinary business

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31st March 2004.
 2. To declare a final dividend for the year ended 31st March 2004.
 3. To re-elect Directors in place of those retiring.
 4. To re-appoint Auditors for the ensuing year and to authorise the Directors of the Company to fix their remuneration.
 5. To consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:—
 - (A) **"THAT:—**
 - (i) subject to paragraph (iii) below and all applicable laws, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares in the share capital of the Company and to make, issue, or grant offers, agreements, options, warrants and other securities including but not limited to bonds, debentures and notes convertible into shares in the Company, be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make, issue or grant offers, agreements or options, warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
 - (iii) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to or in consequence of:—
 - (a) a Rights Issue (as hereinafter defined); or
 - (b) an issue of ordinary shares in the Company under any option scheme or similar arrangement for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of ordinary shares in the Company or rights to acquire ordinary shares in the Company; or
 - (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company from time to time,
shall not exceed the aggregate of:—
 - (aa) twenty per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(A); and
 - (bb) (if the Directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution 5(A) (up to a maximum equivalent to ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(A)),
and the said approval shall be limited accordingly; and
 - (iv) for the purpose of this Resolution 5(A):—

"Relevant Period" means the period from (and including) the date of passing of this Resolution 5(A) until whichever is the earliest of:—

 - (a) the conclusion of the next Annual General Meeting of the Company;
 - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; and
 - (c) the revocation, variation or renewal of this Resolution 5(A) by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong)."
 - (ii) the aggregate nominal amount of the shares which may be purchased or repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (i) above shall not exceed ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(B), and the said approval shall be limited accordingly; and
 - (iii) for the purpose of this Resolution 5(B):—

"Relevant Period" means the period from (and including) the date of passing of this Resolution 5(B) until whichever is the earliest of:—

 - (a) the conclusion of the next Annual General Meeting of the Company;
 - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; and
 - (c) the revocation, variation or renewal of this Resolution 5(B) by an ordinary resolution of the shareholders of the Company in general meeting."
- (C) **"THAT, conditional upon the passing of the above Resolutions 5(A) and 5(B), the Directors of the Company be and are hereby authorized to exercise the powers referred to in paragraph (i) of Resolution 5(A) in respect of the share capital of the Company as referred to in sub paragraph (bb) of paragraph (iii) of Resolution 5(A)."**

Special business

6. To consider and, if thought fit, pass with or without modification, the following resolution as a Special Resolution:

"THAT the Articles of Association of the Company be and are hereby amended in the following manner:

 - (A) by adding the following definition immediately after the definition of "these Articles" in Article 2: associates "associates" shall have the meaning ascribed to it in the Listing Rules;
 - (B) By adding the following words immediately after "At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless" at the beginning of the existing Article 80:
a poll is required under the Listing Rules or
 - (C) By deleting the last paragraph of Article 80 in its entirety and substituting therefor with the following paragraph:
Unless a poll is so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - (D) By deleting the existing Article 81 in its entirety and substituting therefor with the following paragraph:
81. (a) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.
(b) The requirement or demand of a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which poll has been demanded or is required.
 - (E) By adding the words "required or" immediately before the word "demanded," in the last line of the existing Article 83
 - (F) By adding the following new Article 88A in its entirety after the existing Article 88:
88A. Where any member, under the Listing Rules, is required to abstain from voting on any particular resolution or is restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
 - (G) By deleting the existing Article 107(c) in its entirety and substituting therefor with the following new Article 107(c):—
107(c) Save as otherwise provided in these Articles, a Director shall not be entitled to vote on (nor shall be counted in the quorum in relation thereto) any resolution of the Board approving any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:
 - (i) the giving of any security or indemnity either:—
 - (aa) to the Director or any of his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

(bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) any contract, arrangement or proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any contract, arrangement or proposal concerning any other company in which the Director or any of his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his associate(s) is/are beneficially interested in the shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associates is derived) or of the voting rights available to members of such company;
- (iv) any contract, proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:—
 - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his associate(s) may benefit;
 - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, any of his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (v) any contract, arrangement or proposal in which the Director or any of his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; and
- (vi) any contract, arrangement or proposal by a Director or any of his associates to subscribe for shares, debentures or other securities of the Company issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof, and which does not provide in respect of any Director or any of his associates as such any privilege or advantage not accorded to any other members or debenture holders of the Company or any class thereof or to the public or any sections thereof.

(H) By amending Article 107(e) as follows:—

- (i) adding the words "or his associates" after the word "Director's" in the 2nd line of Article 107(e);
- (ii) adding the words "or his associate(s)" after the word "Director" in the 17th line of Article 107(e);
- (iii) adding the words "or his associate(s)" after the word "Chairman" in the 18th line of Article 107(e).

(I) By deleting the existing Article 107(f) in its entirety.

(J) By deleting the existing Article 112(c)(i) and (ii) in their entirety and substituting therefor with the following new Article 112(c)(i) and (ii):—

- 112(c)(i) make a loan to a Director or any of his associate(s) or a director of any holding company of the Company;
- 112(c)(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or any of his associate(s) or a director of any holding company of the Company;

(K) By deleting the words "not less than seven and not more than 28 clear days before the day appointed for the meeting" in Article 120 and substituting therefor the following words:—

"during the period (being a period of at least seven days) commencing on the day after despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting (both days inclusive)"

By Order of the Board
Lo Kai Cheong
Company Secretary

Hong Kong, 6th July 2004

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by reference to the order in which the names stand on the Registers of Members in respect of the joint holding.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting (as the case may be).
Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
4. The Registers of Members of the Company will be closed from Tuesday, 27th July 2004 to Thursday, 29th July 2004 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for the proposed final dividend to be approved at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 26th July 2004.
5. With reference to the proposed Resolutions 5(A) and 5(C), the Directors of the Company wish to state that they have no immediate plans to issue any new shares in the Company pursuant to the general mandates to be given thereunder.
6. As at the date of this Notice, the executive Directors of the Company are Mr. Wong Sue Toa, Stewart, Mr. Tai Sai Ho, Dr. Lam Chat Yu and Mr. Shen Tai Hing; the non-executive Directors of the Company are Mr. Cha Mou Sing, Payson, Mr. Cha Mou Daid, Johnson and Mr. Cha Yiu Chung, Benjamin; and the independent non-executive Directors of the Company are Mr. Chan Pak Joe and Dr. Sun Tai Lun.