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**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Hanison Construction Holdings Limited (the “**Company**”) will be held at Function Room - Cypress, Lobby Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Wednesday, 8 June 2011 at 11:00 a.m., for the purposes of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the sale and purchase agreement dated 15 April 2011 entered into between Clear Shine International Limited and Hanison Construction Holdings (BVI) Limited (the “**Sale and Purchase Agreement**”), in respect of which a copy of the Sale and Purchase Agreement marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the shareholders’ agreement dated 15 April 2011 entered into between Clear Shine International Limited and Hanison Construction Holdings (BVI) Limited (the “**Shareholders’ Agreement**”), in respect of which a copy of the Shareholders’ Agreement marked “B” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder (the “**Acquisition**”) and all such documents ancillary to the Acquisition be and are hereby approved, ratified and confirmed;
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Acquisition.”

By Order of the Board  
**WONG Sue Toa, Stewart**  
*Managing Director*

Hong Kong, 23 May 2011

*Notes:*

1. Any member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 registration of the extraordinary general meeting will start at 10:30 a.m. on Wednesday, 8 June 2011. In order to ensure the meeting can start on time, shareholders or their proxies are encouraged to arrive for registration at least 15 minutes before the meeting starts.

As at the date of this announcement, the Board comprises:

***Non-executive chairman***

Mr. Cha Mou Sing, Payson

***Non-executive directors***

Mr. Cha Mou Daid, Johnson

Mr. Cha Yiu Chung, Benjamin

***Executive directors***

Mr. Wong Sue Toa, Stewart (*Managing Director*)

Mr. Tai Sai Ho (*General Manager*)

Dr. Lam Chat Yu

Mr. Shen Tai Hing

***Independent non-executive directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun