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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 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 Friday, 1 February 2013 at 3:00 p.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. **“THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (A) of this resolution):
  - (A) upon the recommendation of the directors of the company (the “**Directors**”), the approximate sum of HK\$4,875,596.70 standing to the credit of the share premium account of the Company be capitalised in accordance with Article 142 of the Company’s Articles of Association and the Directors be and are hereby authorised to apply such sum in paying up in full at par approximately 48,755,967 new shares of HK\$0.10 each in the capital of the Company (“**Bonus Shares**”) to be allotted and issued as fully paid to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on 13 February 2013, on the basis of 1 Bonus Share for every 10 existing shares of the Company then held by them respectively;
  - (B) the Bonus Shares to be issued shall, subject to Memorandum and Articles of Association of the Company, rank *pari passu* in all respects with the existing issued shares of the Company;
  - (C) no fractional Bonus Shares shall be allotted and issued as aforesaid, but the fractional entitlements will be disposed of for the benefit of the Company; and
  - (D) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares.”

2. **“THAT:**

- (A) the construction and renovation services framework agreement dated 20 December 2012 entered into between the Company and HKR International Limited (the “**Agreement**”), in respect of which a copy of the circular dated 15 January 2013 (the “**Circular**”) marked “A” and a copy of the Agreement marked “B” have 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 “**Continuing Connected Transactions**”) be and are hereby approved, ratified and confirmed;
- (B) the annual caps (as defined in the Circular) in relation to the Continuing Connected Transactions be and are hereby approved, ratified and confirmed; and
- (C) any one director of the Company be and is hereby authorised 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 Continuing Connected Transactions.”

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

Hong Kong, 15 January 2013

*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 Register 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 2:30 p.m. on Friday, 1 February, 2013. 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.
5. A proxy form for use at the EGM is enclosed.

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

***Non-executive chairman***

Mr. Cha Mou Sing, Payson

***Executive directors***

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

Mr. Tai Sai Ho (*General Manager*)

Dr. Lam Chat Yu

***Non-executive directors***

Mr. Cha Mou Daid, Johnson

Mr. Cha Yiu Chung, Benjamin

***Independent non-executive directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun