

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 896)

## **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Hanison Construction Holdings Limited (the “**Company**”) hereby announces that at a meeting of the Board held on 9 July 2018, the relevant resolutions have been passed to propose the amendment to the articles of association of the Company (the “**Articles**”). The proposed amendment to the Articles is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting of the Company (the “**AGM**”) to be held on 21 August 2018.

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## PROPOSED AMENDMENT TO THE ARTICLES

The Board has resolved at the board meeting held on 9 July 2018 to propose the amendment to the Articles as follows (the underlined sections show parts to be amended):

Existing Articles	Proposed Amendment
<p><b>Article 152.</b></p> <p><u>The Board, with the sanction of the members in general meeting,</u> may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other Company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Law and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.</p>	<p><b>Article 152.</b></p> <p><u>Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend</u> be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other Company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Law and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.</p>

Save for the amendment as set out above, the other provisions of the Articles will remain unchanged.

### Effective date of the proposed amendment

The proposed amendment to the Articles is subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The amendment, if approved by the Shareholders, will become effective upon the approval by the Shareholders at the AGM.

## Reasons for the proposed amendment

The proposed amendment to the Articles aims to provide the Board with more flexibility when considering dividend distributions and would facilitate the distribution process in this regard. Reference is also made to the announcement of the Company dated 29 January 2018 in relation to a possible spin-off and separate listing (the “**Proposed Spin-off**”) of the Company’s aluminium windows, doors and curtain walls business on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). In considering and finalising the details of the Proposed Spin-off, the proposed amendment to the Articles would also provide the Board with the capability to distribute certain assets of the Company as a prospective means of implementing the Proposed Spin-off and enable the Company to carry out any such distribution of assets in a timely and cost effective manner. In light of the above, the Directors consider that the proposed amendment is in the interests of the Company and the Shareholders as a whole.

The Company would like to emphasise that, as at the date of this announcement, no listing application has been submitted to the Stock Exchange in respect of the Proposed Spin-off, and the implementation of the Proposed Spin-off remains subject to, among others, the listing approval of the Stock Exchange, the final decisions of the Board and the board of directors of the spun-off entity and market conditions.

## Circular

A circular containing, among other things, further details of the proposed amendment to the Articles, together with the notice of the AGM, will be despatched to the Shareholders on or around 20 July 2018.

By order of the Board  
**Hanison Construction Holdings Limited**  
**Wong Sue Toa, Stewart**  
*Managing Director*

Hong Kong, 9 July 2018

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

### ***Non-executive Chairman***

Mr. Cha Mou Sing, Payson

### ***Non-executive Director***

Mr. Cha Mou Daid, Johnson

### ***Executive Directors***

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

Mr. Tai Sai Ho (*General Manager*)

Mr. Lo Kai Cheong

### ***Independent Non-executive Directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun