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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
AND
CLOSURE OF REGISTER OF MEMBERS**

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 JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 19 May 2015 at 11:30 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 19 March 2015 entered into between Hanison Construction Holdings (BVI) Limited as vendor, Sky Champion International Limited as vendor, Mingly Corporation as guarantor, Jinshang International Investment Company Limited as purchaser (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; the deed of assignment to be entered into between Hanison Construction Holdings (BVI) Limited as assignor, Sky Champion International Limited as assignor and Jinshang International Investment Company Limited as the assignee with the consent of Superior Choice Holdings Limited (the “**Deed of Assignment**”), in respect of which a copy of the Deed of Assignment marked “B” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification; the tax deed to be entered into between Hanison Construction Holdings (BVI) Limited, Sky Champion International Limited, Mingly Corporation as guarantor for Jinshang International Investment Company Limited and Excel Pointer Limited (the “**Tax Deed**”), in respect of which a copy of the Tax Deed marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of which and the transactions contemplated thereunder (the “**Disposal**”) and all such documents ancillary to the Disposal be and are hereby approved, ratified and confirmed; and

- (b) any one or more of the directors of the Company and/or its subsidiaries (as appropriate) be and is/are hereby authorised for and on behalf of the Company and/or its subsidiaries (as appropriate) to do all such acts and things incidental to, ancillary to or in connection with the Disposal and execute all such documents (in case of execution of documents under seal, to do so by any two directors of the Company and/or its subsidiaries (as appropriate) or any director of the Company and/or its subsidiaries (as appropriate) together with the secretary of the Company and/or its subsidiaries (as appropriate)) and to take such steps which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Disposal and the transactions contemplated thereunder.”

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 15 May 2015 to 19 May 2015, both days inclusive, for the purpose of determining the identity of members who are entitled to attend and vote at the EGM (or at any adjournment thereof). In order to be eligible to attend and vote at the EGM (or at any adjournment thereof), all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 May 2015.

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

Hong Kong, 24 April 2015

Notes:

1. The register of members of the Company will be closed from 15 May 2015 to 19 May 2015 (both days inclusive) for the purpose of determining the identity of the members of the Company who are entitled to attend and vote at the EGM (or at any adjournment thereof). In order to be eligible to attend and vote at the EGM (or at any adjournment thereof), all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 May 2015.
2. Any member of the Company entitled to attend and vote at the EGM 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.
3. 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.

4. 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 at any adjournment thereof) should he so wish.
5. With regard to the proposed resolution above, CCM Trust (Cayman) Limited, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson and their respective close associates (which for the avoidance of doubt, includes HKR International Limited) will abstain from voting.
6. The registration of the EGM will start at 11:00 a.m. on 19 May 2015. 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

Dr. Lam Chat Yu

Executive directors

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

Mr. Tai Sai Ho (*General Manager*)

Independent non-executive directors

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun