
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Hanison Construction Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(Stock Code: 896)

PROPOSALS RELATING TO
(i) RE-ELECTION OF DIRECTORS
(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
(iii) AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Hanison Construction Holdings Limited to be held at The Ballroom, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 21 August 2018 at 10:30 a.m. is set out on pages 17 to 22 of this circular. Whether or not you intend to attend the meeting, you are advised to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

20 July 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at The Ballroom, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 21 August 2018 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Hanison Construction Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the main board of the Stock Exchange (stock code: 896)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 July 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option Scheme”	the share option scheme of the Company adopted on 21 September 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 896)

Directors:

Mr. Cha Mou Sing, Payson (*Chairman*)*
Mr. Wong Sue Toa, Stewart (*Managing Director*)
Mr. Tai Sai Ho (*General Manager*)
Mr. Lo Kai Cheong
Mr. Cha Mou Daid, Johnson*
Mr. Chan Pak Joe#
Dr. Lau Tze Yiu, Peter#
Dr. Sun Tai Lun#

* *Non-executive Director*

Independent Non-executive Director

Registered Office:

P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Principal Office in Hong Kong:

22/F., Kings Wing Plaza 1
3 On Kwan Street
Shek Mun
Shatin, New Territories
Hong Kong

20 July 2018

To the Shareholders

Dear Sir or Madam,

PROPOSALS RELATING TO
(i) RE-ELECTION OF DIRECTORS
(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
(iii) AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you the AGM Notice, and information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors, (ii) the granting to the Directors of general mandates to issue and buy back Shares; and (iii) the amendment to the Articles.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles, Mr. Cha Mou Sing, Payson, Mr. Tai Sai Ho and Dr. Lau Tze Yiu, Peter (“Dr. Lau”) shall retire from office by rotation at the AGM. Pursuant to Article 99 of the Articles, Mr. Lo Kai Cheong, who was appointed by the Board during the year, shall retire at the AGM. All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

Dr. Lau has served on the Board for more than 9 years. He meets the independence factors set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company. Dr. Lau has extensive commercial experience and knowledge and in-depth understanding of the business of the Group. He, as an independent non-executive Director, has given independent guidance to the Company over the years. Taking into consideration of his independent scope of works in the past years, the Directors consider that the long service of Dr. Lau would not affect his exercise of independent judgement and are satisfied that he has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Accordingly, Dr. Lau shall be subject to retirement from office by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

Details of the above retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the last annual general meeting of the Company held on 22 August 2017, a general mandate was given to the Directors to exercise the power of the Company to issue Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of the ordinary resolutions No. 9(A) and 9(C) as set out in the AGM Notice to give a fresh general mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding the sum of 20% of the issued share capital of the Company at the date of passing of the resolution (“Share Issue Mandate”) and the nominal amount of any Shares bought back by the Company up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,046,176,651 Shares. On the basis that no further Shares are issued and/or bought back by the Company between the Latest Practicable Date and the date of the AGM on 21 August 2018, the Company would be allowed under the general mandate to issue Shares to allot and issue up to 209,235,330 Shares representing 20% of the issued share capital of the Company as at the date of the AGM.

Concerning ordinary resolutions No. 9(A) and 9(C), the Directors wish to state that they have no immediate plan to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.

4. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

At the last annual general meeting of the Company held on 22 August 2017, a general mandate was given to the Directors to exercise the power of the Company to buy back Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the ordinary resolution No. 9(B) as set out in the AGM Notice to give a fresh general mandate to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution (the “Share Buyback Mandate”).

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the buyback by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to you for your consideration of the Share Buyback Mandate, is set out in Appendix II to this circular.

5. PROPOSED AMENDMENT TO THE ARTICLES

Reference is made to the announcement of the Company dated 9 July 2018. On 9 July 2018, the Board proposed to make certain amendment to the Articles. The proposed amendment to the Articles is subject to the approval by the Shareholders by way of a special resolution at the AGM. The special resolution to amend the Articles is set out in the AGM Notice.

LETTER FROM THE BOARD

Proposed amendment to the Articles

The terms of the proposed amendment are set out below (the underlined sections show parts to be amended):

Existing Articles	Proposed Amendment
<p>Article 152.</p> <p>The Board, with the <u>sanction of the members in general meeting</u>, may direct that <u>any 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>	<p>Article 152.</p> <p><u>Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared</u>, the <u>Directors</u> may further resolve that <u>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>

LETTER FROM THE BOARD

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. 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 circular, 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.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 80 of the Articles, the votes of Shareholders at a general meeting will be taken by poll and the Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to Article 85 of the Articles, on a poll, every member who is present in person (or, in the case of a member being a corporation, is present by its duly authorised representative or a proxy) or by proxy shall have one vote for each fully-paid share registered in his name in the register. A member entitled to more than one vote is under no obligation to cast all his votes in the same way.

LETTER FROM THE BOARD

7. FORM OF PROXY

The notice convening the AGM is set out on pages 17 to 22 of this circular. Enclosed with this circular is the form of proxy for use at the AGM. Whether or not you intend to attend the AGM, you are advised to read the AGM Notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors consider that the above proposals relating to the re-election of Directors, the Share Issue Mandate, the Share Buyback Mandate, the extension of the Share Issue Mandate and the amendment to the Articles are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Wong Sue Toa, Stewart
Managing Director

The followings are the details of the Directors proposed for re-election at the AGM.

1. **Mr. Cha Mou Sing, Payson**, aged 75, is the Chairman and non-executive Director of the Company. He joined the Group in 1989 and has extensive experience in property development. He is the chairman and executive director of HKR International Limited (“HKRI”). Mr. Cha is an independent non-executive director of New World Development Company Limited (“NWDCL”), Eagle Asset Management (CP) Limited (the Manager of Champion Real Estate Investment Trust (“CREIT”)) and Hongkong International Theme Parks Limited (owner and operator of Hong Kong Disneyland Resort), and a director of a number of public and private companies in Hong Kong and overseas. During the period from 3 October 2016 to 22 December 2016, Mr. Cha was an independent non-executive director of Munsun Capital Group Limited (“MCGL”). The securities of HKRI, NWDCL, CREIT and MCGL are listed on Stock Exchange. Mr. Cha holds an honorary doctorate degree of Social Science from City University of Hong Kong. He is a Justice of the Peace. He is a member of One Country Two Systems Research Institute Limited, a governing board member of China-United States Exchange Foundation, a board member of the Real Estate Developers Association of Hong Kong, the chairman of Qiu Shi Science & Technologies Foundation, a trustee of Sang Ma Trust Fund and an honorary trustee of Oregon State University Foundation. He is a brother of Mr. Cha Mou Daid, Johnson who is a non-executive Director of the Company. Mr. Cha is also a director of CCM Trust (Cayman) Limited (“CCM Trust”), CCM Capital Corporation (“CCM Capital”) and LBJ Regents Limited (“LBJ”), and the executive chairman of Mingly Corporation (“Mingly”). Each of CCM Trust, CCM Capital, LBJ and Mingly is a shareholder of the Company discloseable under Part XV of the SFO.

As at the Latest Practicable Date, Mr. Cha had notified the Company of his interests in 563,824,247 Shares and 10,385,000 option shares in the Company within the meaning of Part XV of the SFO. The term of appointment of Mr. Cha is fixed for three years which is determinable by either party on a 2-month notice, subject to the retirement by rotation provisions as set out in the Articles and the Listing Rules. Mr. Cha receives a director’s fee in the amount of HK\$4,000,000 per annum. Details of the amount of emoluments paid to him for the year ended 31 March 2018 are set out in note 11(i) to the consolidated financial statements in the Company’s annual report 2017/2018.

Save as disclosed herein, Mr. Cha did not hold any directorship in other listed public companies in the last three years. Save as disclosed herein and in the Company’s annual report 2017/2018, Mr. Cha does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

2. **Mr. Tai Sai Ho**, aged 66, is an executive Director and the General Manager of the Group. Mr. Tai also serves as a member/the acting chairman of the General Business Committee and the Property Acquisition/Disposal Committee; and a member of the Nomination Committee and the Remuneration Committee of the Company. Mr. Tai joined the Group in 1989 and has extensive experience in public and private sectors of the building and civil engineering industries in Hong Kong. He is also a director of all the subsidiaries of the Group. Mr. Tai holds a master degree in business administration from Asia International Open University in Macau, a master degree in construction management from University of New South Wales in Australia and a bachelor degree in civil engineering from National Cheng Kung University in Taiwan. Mr. Tai is a fellow of the Hong Kong Institute of Directors (FHKIoD) and the Hong Kong Institute of Construction Managers (FHKICM).

As at the Latest Practicable Date, Mr. Tai had notified the Company of his interests in 12,193,721 Shares and 5,192,000 option shares in the Company within the meaning of Part XV of the SFO. As Mr. Tai reached the retirement age of 65 under the Company's employment policy, he has been appointed for a fixed term of three years commencing on 14 November 2017 which is determinable by either party on a six-month notice, and his term of appointment is renewable subject to review by the Company. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The remuneration of Mr. Tai is determined with reference to the remuneration benchmark in the industry and the prevailing market conditions, performance-related bonus that is subject to individual and the Company's performance and profitability, and contribution to retirement scheme. Under the Company's incentive bonus scheme, which was recommended by the Remuneration Committee and approved by the Board, an aggregate bonus payment equal to (i) 2.5% of the value of the Company in the event of a change of control of the Company to an independent third party unconnected to and not acting in concert with the Company's existing controlling shareholder; and (ii) 2.5% of the net asset value of any shares of a subsidiary that are distributed pursuant to any spin-off and separate listing of that subsidiary will be made to the participants of the scheme, chosen from among the executive Directors of the Company and the directors of the Company's subsidiaries. Mr. Tai stands to receive incentive bonuses under the Company's incentive bonus scheme of up to 0.5%, should either of these types of corporate transaction transpire, such payments to be made, subject to his remaining employed at the relevant time, pursuant to his service contract. For the year ended 31 March 2018, Mr. Tai received director's emoluments in a total sum of approximately HK\$19,590,000. Details of the amount of emoluments paid to him for the year ended 31 March 2018 are set out in note 11(i) to the consolidated financial statements in the Company's annual report 2017/2018.

Mr. Tai did not hold any directorship in other listed public companies in the last three years. Mr. Tai does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

3. **Mr. Lo Kai Cheong**, aged 67, was appointed as an executive Director of the Company in December 2017. Mr. Lo joined the Group in 1996 and is the financial controller and the company secretary of the Group. He also serves as a member of the General Business Committee and the Property Acquisition/Disposal Committee of the Company. He is also a director of certain subsidiaries of the Company. He has extensive finance and accounting experience in various industries. He holds a bachelor of business degree in accounting and a master degree in business administration from Edith Cowan University in Australia. Mr. Lo is a member of CPA Australia (CPA (Aust.)) and a fellow of Hong Kong Institute of Certified Public Accountants (FCPA) and The Association of International Accountants (FAIA).

As at the Latest Practicable Date, Mr. Lo had notified the Company of his interests in 7,424,559 Shares and 1,332,000 option shares in the Company within the meaning of Part XV of the SFO. As Mr. Lo reached the retirement age of 65 under the Company's employment policy, he has been appointed for a fixed term of three years commencing on 6 December 2017 which is determinable by either party on a six-month notice, and his term of appointment is renewable subject to review by the Company. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The remuneration of Mr. Lo is determined with reference to the remuneration benchmark in the industry and the prevailing market conditions, performance-related bonus that is subject to individual and the Company's performance and profitability, and contribution to retirement scheme. Under the Company's incentive bonus scheme, which was recommended by the Remuneration Committee and approved by the Board, an aggregate bonus payment equal to (i) 2.5% of the value of the Company in the event of a change of control of the Company to an independent third party unconnected to and not acting in concert with the Company's existing controlling shareholder; and (ii) 2.5% of the net asset value of any shares of a subsidiary that are distributed pursuant to any spin-off and separate listing of that subsidiary will be made to the participants of the scheme, chosen from among the executive Directors of the Company and the directors of the Company's subsidiaries. Mr. Lo stands to receive incentive bonuses under the Company's incentive bonus scheme of such amount to be recommended by the Managing Director and the General Manager of the Company and approved by the Remuneration Committee, should either of these types of corporate transaction transpire, such payments to be made, subject to his remaining employed at the relevant time, pursuant to his service contract. For the period from 6 December 2017 (date of appointment as an executive Director) to 31 March 2018, Mr. Lo received emoluments in a total sum of approximately HK\$2,252,000. Details of the amount of emoluments paid to him for such period are set out in note 11(i) to the consolidated financial statements in the Company's annual report 2017/2018.

Mr. Lo did not hold any directorship in other listed public companies in the last three years. Mr. Lo does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

4. **Dr. Lau Tze Yiu, Peter**, aged 59, was appointed as an independent non-executive Director of the Company in September 2004. Dr. Lau also serves as the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. Dr. Lau is an Associate Professor of the Department of Accountancy and Law of the Hong Kong Baptist University and an Associate Dean and BBA (Hons) Program Director of the School of Business of the Hong Kong Baptist University. He holds a bachelor degree in commerce from Saint Mary's University in Canada, a master degree in business administration from Dalhousie University in Canada and a doctorate degree of philosophy in accounting from The Chinese University of Hong Kong. Dr. Lau is a member of The Chartered Professional Accountants of Ontario (CPA, CA) in Canada, a member of the Chartered Professional Accountants of British Columbia (CPA, CMA) in Canada, a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA), and an associate member of The Taxation Institute of Hong Kong (ATIHK). He was also a president (1992-1993) of the City Lions Club of Hong Kong.

As at the Latest Practicable Date, Dr. Lau had notified the Company of his interests in 2,929,950 Shares and 830,000 option shares in the Company within the meaning of Part XV of the SFO. The term of appointment of Dr. Lau is fixed for three years which is determinable by either party on a 2-month notice, subject to the retirement by rotation provisions as set out in the Articles and the Listing Rules. Mr. Lau receives a director's fee in the amount of HK\$300,000 per annum. Details of the amount of emoluments paid to him for the year ended 31 March 2018 are set out in note 11(i) to the consolidated financial statements in the Company's annual report 2017/2018.

Dr. Lau did not hold any directorship in other listed public companies in the last three years. Dr. Lau does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Cha Mou Sing, Payson, Mr. Tai Sai Ho, Mr. Lo Kai Cheong and Dr. Lau Tze Yiu, Peter which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buyback Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,046,176,651 Shares. Subject to the passing of the relevant ordinary resolution to approve the Share Buyback Mandate and on the basis that no further Shares will be issued or bought back prior to the date of AGM, the Company would be allowed under the Share Buyback Mandate to buy back a maximum of 104,617,665 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

REASONS FOR BUYBACKS

The Directors believe that the proposed granting of the Share Buyback Mandate is in the interests of the Company and its Shareholders. While it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such buybacks may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share or may otherwise be in the interests of the Company, and will only be made when the Directors believe that such buybacks will benefit the Company and its Shareholders. At present, the Directors have no intention to buy back any of the Shares.

FUNDING OF BUYBACKS

Buybacks of Shares will be financed out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands. Any buybacks by the Company may be made out of capital paid up on the Shares to be bought back, funds of the Company which would otherwise be available for dividend or distribution or out of an issue of new Shares made for the purpose of the buyback and, in the case of any premium payable on the buyback out of the funds of the Company which would otherwise be available for dividend or distribution or from sums standing to the credit of the share premium account of the Company. There would not have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2018) in the event that the Share Buyback Mandate is exercised in full. The Directors do not propose to exercise the Share Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buyback Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Buyback Mandate in the event that the Share Buyback Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Share Buyback Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a buyback of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

For the purpose of the Takeovers Code, certain members of the Cha Family (comprising, inter alios, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being the Directors) as listed below had an aggregate interest in 592,552,039 Shares, representing approximately 56.63% of the issued share capital of the Company as at the Latest Practicable Date.

Members of the Cha Family	Direct and/ or indirect interests in Shares	Approximate % of issued share capital
CCM Trust ^(Note 1)	487,702,041	46.61%
LBJ ^(Note 2)	67,829,571	6.48%
Mr. Cha Mou Sing, Payson ^(Note 3)	31,842,427	3.04%
Mr. Cha Mou Daid, Johnson ^(Note 4)	5,178,000	0.49%
TOTAL	592,552,039	56.63%

Notes:

- (1) These share interests comprise 383,458,740 Shares directly held by CCM Trust and 104,243,301 Shares held indirectly through Mingly and its wholly-owned subsidiaries. CCM Trust is interested in 87.5% equity interest in Mingly. CCM Trust is holding the 383,458,740 Shares as the trustee of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alios, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being the Directors) are among the discretionary objects. Mr. Cha Mou Sing, Payson is also a director of CCM Trust.
- (2) These share interests comprise 61,022,931 Shares directly held by LBJ and 6,806,640 Shares held indirectly through Bie Ju Enterprises Limited, its wholly-owned subsidiary. LBJ is holding the 61,022,931 Shares as the trustee of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alios, Mr Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being the Directors) are among the discretionary objects. Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson are also directors of LBJ.
- (3) These share interests comprise 16,152,925 Shares held personally and 15,689,502 Shares held by Accomplished Investments Limited and Kola Heights Limited, companies that are wholly-owned by Mr. Cha Mou Sing, Payson.
- (4) These share interests are held by Mr. Cha Mou Daid, Johnson personally.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buyback Mandate, the aggregate interests of certain members of the Cha Family as listed above would be increased from 56.63% to 62.93% of the issued share capital of the Company. Such an increase in the Cha Family's aggregate interest would not apparently give rise to a mandatory offer obligation under Rule 26 of the Takeovers Code. Moreover, the Directors are not otherwise aware of any consequences of any purchases which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power of the Company to buy back Shares pursuant to the Share Buyback Mandate to the extent that it would reduce the aggregate amount of the issued share capital of the Company in the public hands below 25%.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
July	1.58	1.47
August	1.56	1.45
September	1.57	1.45
October	1.54	1.42
November	1.48	1.33
December	1.38	1.27
2018		
January	1.65	1.35
February	1.60	1.41
March	1.52	1.41
April	1.45	1.38
May	1.50	1.40
June	1.50	1.38
July (up to the Latest Practicable Date)	1.40	1.36

SHARE BUYBACK MADE BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 896)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Hanison Construction Holdings Limited (the “Company”) will be held at The Ballroom, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 21 August 2018 at 10:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report of the Company for the year ended 31 March 2018.
2. To declare a final dividend for the year ended 31 March 2018.
3. To re-elect Mr. Cha Mou Sing, Payson as a non-executive director of the Company.
4. To re-elect Mr. Tai Sai Ho as an executive director of the Company.
5. To re-elect Mr. Lo Kai Cheong as an executive director of the Company.
6. To re-elect Dr. Lau Tze Yiu, Peter as an independent non-executive director of the Company.
7. To consider and, if thought fit, authorise the board of directors of the Company to fix the remuneration of all directors (including any new director who may be appointed) for the year ending 31 March 2019.
8. To re-appoint Deloitte Touche Tohmatsu as the independent auditor for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.

9. 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 this Resolution 9(A); and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company bought back by the Company subsequent to the passing of this Resolution 9(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 this Resolution 9(A)),

and the said approval shall be limited accordingly; and

- (iv) for the purpose of this Resolution 9(A):

“Relevant Period” means the period from the passing of this Resolution 9(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; or
- (c) the revocation, variation or renewal of this Resolution 9(A) by an ordinary resolution of the shareholders of the Company in general meeting.

“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 recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

(B) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or buy back shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares which may be purchased or bought back 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 Code on Share Buy-backs 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 this Resolution 9(B), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution 9(B):

“Relevant Period” means the period from the passing of this Resolution 9(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; or
 - (c) the revocation, variation or renewal of this Resolution 9(B) by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT**, conditional upon the passing of the above Resolutions 9(A) and 9(B), the directors of the Company be and are hereby authorised to exercise the powers referred to in paragraph (i) of Resolution 9(A) in respect of the share capital of the Company as referred to in sub-paragraph (bb) of paragraph (iii) of Resolution 9(A).”

AS SPECIAL BUSINESS

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

“**THAT** the following amendment to Article 152 of the existing articles of association of the Company be and is hereby approved:

by deleting the words “The Board, with the sanction of the members in general meeting, may direct that any dividend” at the beginning of the first sentence of the existing Article 152 and replacing therewith with the words “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”.”

By order of the Board
Lo Kai Cheong
Company Secretary

Hong Kong, 20 July 2018

Notes:

1. The register of members of the Company will be closed from 16 August 2018 to 21 August 2018 (both days inclusive) for the purpose of determining the identity of members who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, 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, Hong Kong not later than 4:30 p.m. on 15 August 2018.
2. Any member entitled to attend and vote at the meeting 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 of attorney or other 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, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof (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 thereof should he so wish and, in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from 28 August 2018 to 30 August 2018 (both days inclusive) for the purpose of determining the identity of members who are entitled to the final dividend of the Company for the year ended 31 March 2018. In order to qualify for the final dividend, 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, Hong Kong not later than 4:30 p.m. on 27 August 2018.
6. With regard to the proposed resolutions No. 9(A) and 9(C), the directors of the Company wish to state that they have no immediate plan to issue any new shares in the Company pursuant to the general mandates referred to thereunder.
7. With regard to the proposed resolution No. 9(B), the directors of the Company wish to state that they have no immediate plan to buy back any shares of the Company pursuant to the general mandate referred to thereunder.
8. The registration of the AGM will start at 10:00 a.m. on Tuesday, 21 August 2018. 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.
9. If Tropical Cyclone Signal No. 8 or above is expected to be issued as announced by the Hong Kong Observatory or remains hoisted on the date of the AGM, the Company will, where appropriate, post an announcement on the Company's website (www.hanison.com) and HKExnews website (www.hkexnews.hk) to notify the shareholders of the Company for arrangements of the AGM in response to the signal issued.