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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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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**興勝創建控股有限公司**  
**HANISON CONSTRUCTION HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00896)

**PROPOSALS RELATING TO**  
**(i) RE-ELECTION OF DIRECTORS**  
**(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(iii) REFRESHMENT OF THE SCHEME MANDATE LIMIT**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Hanison Construction Holdings Limited to be held at Function Room – Cypress, Lobby Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 23 August 2016 at 10:30 a.m. is set out on pages 17 to 23 of this circular. Whether or not you are able to attend the meeting, you are requested to 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 shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

25 July 2016

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## CONTENTS

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|   | <i>Page</i> |
|---|-------------|
| <b>Definitions</b> .....  | 1           |
| <b>Letter from the Board</b> .....                                      | 3           |
| <b>Appendix I – Details of Directors Proposed for Re-election</b> ..... | 10          |
| <b>Appendix II – Explanatory Statement</b> .....                        | 13          |
| <b>Appendix III – Notice of Annual General Meeting</b> .....            | 17          |

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## DEFINITIONS

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*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 Function Room – Cypress, Lobby Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 23 August 2016 at 10:30 a.m. or any adjournment thereof |
| “AGM Notice”              | the notice of AGM   |
| “Articles”                | articles of association of the Company  |
| “Board”                   | 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: 00896)                       |
| “Director(s)”             | 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” | 20 July 2016, 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  |

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## DEFINITIONS

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|------------------------|---|
| “Scheme Mandate Limit” | the maximum number of Shares which may be allotted and issued upon the exercise of all the share options granted or to be granted under the Share Option Scheme or such other schemes of the Company which, if refreshed, shall not in aggregate exceed 10% of the total number of issued Shares of the Company as at the date of the AGM |
| “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.   |

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LETTER FROM THE BOARD

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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: 00896)

*Directors:–*

Mr. Cha Mou Sing, Payson (*Chairman*) \*  
Mr. Wong Sue Toa, Stewart (*Managing Director*)  
Mr. Tai Sai Ho (*General Manager*)  
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, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal Office in Hong Kong:–*

Unit 1, 4/F., Block B  
Shatin Industrial Centre  
5-7 Yuen Shun Circuit  
Shatin, New Territories  
Hong Kong

25 July 2016

*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) REFRESHMENT OF THE SCHEME MANDATE LIMIT**  
**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 refreshment of the Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles, Mr. Chan Pak Joe (“Mr. Chan”), Dr. Lau Tze Yiu, Peter (“Dr. Lau”) and Mr. Tai Sai Ho, shall retire from office by rotation at the AGM. All retiring Directors, being eligible, offer themselves for re-election.

Mr. Chan and Dr. Lau have served on the Board for more than 9 years. They meet the independence factors set out in Rule 3.13 of the Listing Rules and are not involved in the daily management of the Company. Mr. Chan and Dr. Lau have extensive commercial experience and knowledge and indepth understanding of the business of the Group while Dr. Lau also possesses appropriate professional qualifications, accounting and related financial management expertise. They, as independent non-executive directors, have given independent guidance to the Company over the years. Taking into consideration of their independent scope of works in the past years, the Directors consider that the long service of Mr. Chan and Dr. Lau would not affect their exercise of independent judgement and are satisfied that they have the required character, integrity and experience to continue fulfilling the role of an independent nonexecutive director. Accordingly, Mr. Chan and 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.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM, the following documents must be validly served on the Company Secretary at the Company’s principal office in Hong Kong within the period from 26 July 2016 to 4 August 2016 (both days inclusive), (i) notice in writing signed by the Shareholder of his/her intention to propose such person for election (the “Nominated Candidate”), (ii) notice in writing signed by the Nominated Candidate of his/her willingness to be elected and (iii) the biographical details of the Nominated Candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

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## LETTER FROM THE BOARD

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### 3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the last annual general meeting of the Company held on 25 August 2015, 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. 8(A) and 8(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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,036,512,326 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 23 August 2016, the Company would be allowed under the general mandate to issue Shares to allot and issue up to 207,302,465 Shares representing 20% of the issued share capital of the Company as at the date of the AGM.

Concerning ordinary resolutions No. 8(A) and 8(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 25 August 2015, 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 forthcoming AGM. It is therefore proposed to seek your approval of the ordinary resolution No. 8(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.

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## LETTER FROM THE BOARD

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### 5. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 21 September 2011 upon passing the ordinary resolution by the then Shareholders on 19 September 2011. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

Under the current Scheme Mandate Limit of the Share Option Scheme, the Directors were authorised to grant options to subscribe for up to 48,755,967 Shares (the “Existing Scheme Limit”), representing 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. The Existing Scheme Limit has never been refreshed since the adoption of the Share Option Scheme.

Since the adoption date of the Share Option Scheme, share options carrying rights to subscribe for 28,776,000 Shares had been granted on 26 November 2014 and subsequently adjusted to 36,579,825 Shares (adjusted) under the Share Option Scheme for the effect of the bonus issue and rights issue (details of such adjustments were disclosed in the Company’s announcements dated 16 September 2015 and 22 February 2016). Up to the Latest Practicable Date, (i) share options carrying rights to subscribe for 19,429,250 Shares (adjusted) have been exercised; (ii) share options carrying rights to subscribe for 757,100 Shares (adjusted) were lapsed; (iii) share options carrying rights to subscribe for 16,393,475 Shares (adjusted) remained outstanding (representing approximately 33.62% of the maximum number of Shares allowed to be issued under the Existing Scheme Limit and approximately 1.58% of the issued share capital of the Company as at the Latest Practicable Date); and (iv) no share options carrying rights to subscribe for Shares have been cancelled.

As a result of the increase in the number of issued Shares from 487,559,674 on the adoption date of the Share Option Scheme to 1,036,512,326 on the Latest Practicable Date due to (i) the bonus issue as set out in the announcement of the Company dated 16 September 2015, (ii) the rights issue as set out in the announcement of the Company dated 22 February 2016, as well as (iii) the exercise of share options under the Share Option Scheme, the Existing Scheme Limit available to be granted to eligible persons (including employees and Directors) is 12,176,142, representing only approximately 1.17% of the total number of Shares in issue as at the Latest Practicable Date. In order to provide the Company with greater flexibility in granting share options to eligible persons of the Company under the Share Option Scheme, the Board proposes to seek approval from the Shareholders in relation to the refreshment of the Scheme Mandate Limit up to 10% of the Shares in issue as at the date of the AGM. The Directors are of the view that the proposed refreshment of the Scheme Mandate Limit enables the Company to provide incentives and rewards to the eligible participants for their continuous or potential contribution to the development of the Group by granting share options to them. As such, the Directors consider that such refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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Based on 1,036,512,326 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back by the Company and no share options are being exercised or granted prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit, the Company will be authorised to grant options entitling the holders of the options to subscribe for a maximum of 103,651,232 Shares, representing 10% of the Shares in issue as at the date of the passing of the resolution to refresh the Scheme Mandate Limit.

Pursuant to Rule 17.03(3) Note 2 of the Listing Rules, the aggregate number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. No share options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, the cumulative total number of Shares which may be issued upon exercise of all outstanding share options comprise 16,393,475 Shares (adjusted) under the Share Option Scheme, representing approximately 1.58% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of Scheme Mandate Limit will be approved at the AGM, the number of Shares that may be issued under the Share Option Scheme will be an aggregate of 120,044,707 Shares, which, comprising the options to be granted under the refreshed Scheme Mandate Limit to subscribe for 103,651,232 Shares and the 16,393,475 Shares (adjusted) that may be issued upon exercise of the outstanding options granted under the Share Option Scheme, represented approximately 11.58% of the Shares in issue at the Latest Practicable Date and is within the 30% limit in issue from time to time as required under the Share Option Scheme.

Share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company, including without limitation those outstanding, exercised, cancelled or lapsed in accordance with the Share Option Scheme or such other schemes of the Company, will not be counted for the purpose of the proposed refreshment.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting an approval for the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of any options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

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## LETTER FROM THE BOARD

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Application will be made to the Listing Committee of the Stock Exchange for granting of the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of the AGM) to be issued pursuant to the exercise of any options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

### **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.

### **7. FORM OF PROXY**

The notice convening the AGM is set out on pages 17 to 23 of this circular. Enclosed with this circular is the form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

### **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.

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## LETTER FROM THE BOARD

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### 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 refreshment of the Scheme Mandate Limit 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*

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## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The followings are the details of the Directors proposed for re-election at the AGM:–*

1.    **Mr. Chan Pak Joe**, aged 63, was appointed as an independent non-executive Director of the Company in November 2001. Mr. Chan has been an executive director of The Luk Hoi Tong Company Limited since 1973. Mr. Chan is the founder of the “Li Zhi Bursary” of Tsinghua University in the People’s Republic of China (“PRC”). He is also the Vice-Chairman of “Love Relay Grant-in-Aid” of Fudan University in the PRC since September 2005. His community services include having served as a director of YMCA and as a member of the Remuneration Committee and Audit Committee of the Hong Kong Housing Society. Save as disclosed herein, Mr. Chan did not hold any other directorship in listed public companies in the last three years.

Mr. Chan has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chan had notified the Company of his interest in 757,100 Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr. Chan. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Accordingly, his term of appointment is not longer than three years. Mr. Chan receives director’s fee in the amount of HK\$225,000 per annum. Details of the amount of emoluments paid to him for the year ended 31 March 2016 are set out in note 13(i) to the consolidated financial statements on page 184 of the annual report 2015/2016 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. Chan which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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2.    **Dr. Lau Tze Yiu, Peter**, aged 57, was appointed as an independent non-executive Director of the Company in September 2004. 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. He 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. Save as disclosed herein, Dr. Lau did not hold any other directorship in listed public companies in the last three years.

Dr. Lau has no relationships with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Lau had notified the Company of his interest in 581,950 share options granted by the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Dr. Lau. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Accordingly, his term of appointment is not longer than three years. Dr. Lau receives director's fee in the amount of HK\$225,000 per annum. Details of the amount of emoluments paid to him for the year ended 31 March 2016 are set out in note 13(i) to the consolidated financial statements on page 184 of the annual report 2015/2016 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 Dr. Lau which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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3.    **Mr. Tai Sai Ho**, aged 65, is an executive Director and the general manager of the Group. 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). Save as disclosed herein, Mr. Tai did not hold any other directorship in listed public companies in the last three years.

Mr. Tai has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tai had notified the Company of his interest in 6,057,721 Shares within the meaning of Part XV of the SFO. As Mr. Tai has reached the retirement age of 65 under the Company's employment policy, he was appointed for a fixed term until 2018 and his term of appointment is renewable subject to, among other things, review by the Nomination Committee. He is also subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Accordingly, his term of appointment is not longer than three years. Under the service contract entered into between the Company and Mr. Tai, Mr. Tai is entitled to salary which 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. For the year ended 31 March 2016, Mr. Tai received director's emoluments in a total sum of approximately HK\$7,643,000. Details of the amount of emoluments paid to him for the year ended 31 March 2016 are set out in note 13(i) to the consolidated financial statements on page 184 of the annual report 2015/2016 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. Tai which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

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. Chan Pak Joe, Dr. Lau Tze Yiu, Peter and Mr. Tai Sai Ho 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 1,036,512,326 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 103,651,232 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 might be 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 2016) in the event that the Share Buyback Mandate is exercised in full. However, 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) 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, members of the Cha Family (comprising, inter alia, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being the Directors) had an aggregate interest in 602,123,338 Shares, representing approximately 58.09% of the issued share capital of the Company as at the Latest Practicable Date, as illustrated below.

| <b>Members of the Cha Family</b>             | <b>Direct and<br/>indirect<br/>interests in<br/>Shares</b> | <b>Approximate %<br/>of issued<br/>share capital</b> |
|--|--|--|
| CCM Trust (Cayman) Limited ( <i>Note 1</i> ) | 487,702,041  | 47.05%   |
| LBJ Regents Limited ( <i>Note 2</i> )        | 67,829,571   | 6.55%  |
| Mr. Cha Mou Sing, Payson ( <i>Note 3</i> )   | 19,093,427   | 1.84%  |
| Other members of the Cha Family              | 27,498,299   | 2.65%  |
| <b>TOTAL</b>                                 | <b>602,123,338</b>   | <b>58.09%</b>  |

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 the members of the Cha Family would be increased from 58.09% to 64.54% 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 render the aggregate amount of the issued share capital of the Company in the public hands to less than 25%.

*Notes:*

- (1) These interests comprise 383,458,740 Shares directly held by CCM Trust (Cayman) Limited and 104,243,301 Shares directly and indirectly held by Mingly Corporation, a company under the control of members of Cha Family. CCM Trust (Cayman) Limited is holding these Shares as the trustee of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alia, 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 (Cayman) Limited.
- (2) LBJ Regents Limited is having direct and deemed interests in these Shares as the trustee of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alia, 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 the directors of LBJ Regents Limited.
- (3) These interests comprise 3,403,925 Shares held personally and 15,689,502 Shares held by Accomplished Investments Limited or Kola Heights Limited, in which Mr. Cha Mou Sing, Payson, the non-executive Chairman of the Company, is deemed to be interested by virtue of Part XV of the SFO.

## 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<br>HK\$ | Lowest<br>HK\$ |
| <b>2015</b>                              |                 |                |
| July <sup>#</sup>                        | 2.2500          | 1.5430         |
| August <sup>#</sup>                      | 2.0030          | 1.3940         |
| September <sup>#</sup>                   | 1.3710          | 1.2380         |
| October <sup>#</sup>                     | 1.4420          | 1.2470         |
| November <sup>#</sup>                    | 1.3000          | 1.2210         |
| December <sup>#</sup>                    | 1.3620          | 1.0610         |
| <b>2016</b>                              |                 |                |
| January                                  | 1.2900          | 1.0800         |
| February                                 | 1.2500          | 1.0200         |
| March                                    | 1.3600          | 1.2000         |
| April                                    | 1.3200          | 1.2800         |
| May                                      | 1.3000          | 1.2300         |
| June                                     | 1.3000          | 1.2100         |
| July (up to the Latest Practicable Date) | 1.2500          | 1.2300         |

<sup>#</sup> *The share prices have been adjusted for the bonus issue in September 2015 and the rights issue in February 2016. Details of the bonus issue and the rights issue are disclosed in the circular of the Company dated 27 July 2015 and the prospectus of the Company dated 22 January 2016 respectively.*

## 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.



**興勝創建控股有限公司**  
**HANISON CONSTRUCTION HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00896)

**NOTICE IS HEREBY GIVEN** that the Annual 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 Tuesday, 23 August 2016 at 10:30 a.m. for the purpose of transacting the following businesses:–

1. To consider 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 2016.
2. To declare a final dividend for the year ended 31 March 2016.
3. To re-elect Mr. Chan Pak Joe as an independent non-executive director of the Company.
4. To re-elect Dr. Lau Tze Yiu, Peter as an independent non-executive director of the Company.
5. To re-elect Mr. Tai Sai Ho as an executive director of the Company.
6. To consider, 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 2017.
7. 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 their remuneration.

8. 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 8(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 8(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 8(A)),

and the said approval shall be limited accordingly; and

- (iv) for the purpose of this Resolution 8(A):–

“Relevant Period” means the period from the passing of this Resolution 8(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 8(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 8(B), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution 8(B):–

“Relevant Period” means the period from the passing of this Resolution 8(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 8(B) by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT**, conditional upon the passing of the above Resolutions 8(A) and 8(B), the directors of the Company be and are hereby authorised to exercise the powers referred to in paragraph (i) of Resolution 8(A) in respect of the share capital of the Company as referred to in sub-paragraph (bb) of paragraph (iii) of Resolution 8(A).”

9. To consider and, if thought fit, pass with or without modification, the following resolution as an **Ordinary Resolution**:-

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in the shares of the Company to be issued pursuant to the exercise of options that may be granted under the Refreshed Scheme Mandate Limit (as defined below),

(a) the refreshment of the limit in respect of the grant of share options under the share option scheme of the Company adopted on 21 September 2011 (the “Share Option Scheme”) be and is hereby approved; and

(b) the directors of the Company be and are hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit (as defined below),

provided that: –

(i) the total number of shares of the Company which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme after the date of passing this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “Refreshed Scheme Mandate Limit”); and

- (ii) options granted prior to the date of passing this resolution under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit.”

By Order of the Board  
**Lo Kai Cheong, Casey**  
*Company Secretary*

Hong Kong, 25 July 2016

*Notes:*

1. The register of members of the Company will be closed from 19 August 2016 to 23 August 2016 (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, Wanchai, Hong Kong not later than 4:30 p.m. on 18 August 2016.
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, 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.
5. The register of members of the Company will be closed from 29 August 2016 to 31 August 2016 (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 2016. 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, Wanchai, Hong Kong not later than 4:30 p.m. on 26 August 2016.

6. With regard to the proposed resolutions No. 8(A) and 8(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. 8(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, 23 August 2016. 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](http://www.hanison.com)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders for arrangements of the AGM in response to the signal issued.