



# 興勝創建控股有限公司

## HANISON CONSTRUCTION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 896)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Hanison Construction Holdings Limited (the "Company") will be held at Pheasant Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong at 11:00 a.m. on 7 January 2005 for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

**"THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution):

- (a) upon the recommendation of the directors of the Company (the "Directors"), an amount of HK\$7,091,777.1 standing to the credit of the share premium account of the Company be capitalized in accordance with Article 142 of the Company's Articles of Association and the Directors be and are hereby authorized to apply such sum in paying up in full at par 70,917,771 new shares of HK\$0.10 each in the capital of the Company ("Bonus Share(s)") to be allotted and issued as fully paid to the members of the Company whose names appear on the Registers of Members of the Company as at the close of business on 31 December 2004, on the basis of one Bonus Share for every four existing shares of the Company then held by them respectively;
- (b) the Bonus Shares to be issued shall, subject to the Memorandum and Articles of Association of the Company, rank *pari passu* in all respects with the existing issued shares of the Company, except that they will not rank for the interim dividend of HK1 cent per share declared by the Company on 1 December 2004 and the issue of Bonus Shares;
- (c) no fractional Bonus Shares shall be allotted and issued as aforesaid, but the fractional entitlements will be disposed of for the benefit of the Company; and
- (d) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares."

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

Hong Kong, 15 December 2004

As at the date hereof, the executive directors of the Company are Mr. Wong Sue Toa, Stewart, Mr. Tai Sai Ho, Dr. Lam Chat Yu and Mr. Shen Tai Hing; the non-executive directors of the Company are Mr. Cha Mou Sing, Payson, Mr. Cha Mou Daid, Johnson and Mr. Cha Yiu Chung, Benjamin; and the independent non-executive directors of the Company are Mr. Chan Pak Joe, Dr. Sun Tai Lun and Dr. Lau Tze Yiu, Peter.

#### Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by reference to the order in which the names stand on the Registers of Members in respect of the joint holding.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 46th 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 (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.