
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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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) BONUS ISSUE OF SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

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, 25 August 2015 at 10:30 a.m. is set out on pages 18 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.

27 July 2015

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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 Function Room – Cypress, Lobby Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 25 August 2015 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
“Bonus Issue”	the proposed issue of Bonus Shares to the Shareholders on the basis of 1 Bonus Share for every 4 existing Shares held on the Record Date on the terms and conditions set out in this circular
“Bonus Share(s)”	new Share(s) to be allotted, issued and distributed pursuant to the Bonus Issue
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	22 July 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Options”	share options granted pursuant to the share option scheme adopted by the Company on 21 September 2011
“Overseas Shareholder(s)”	the Shareholder(s) whose address(es), as shown on the register of members of the Company at the close of business on the Record Date is/are outside Hong Kong
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear on the register of members of the Company at the close of business on the Record Date, other than those Overseas Shareholder(s) whom the Directors, after making relevant enquiries, consider the exclusion of those Overseas Shareholder(s) from the Bonus Issue is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Record Date”	3 September 2015, being the date for determination of entitlement to the final dividend for the year ended 31 March 2015 and the Bonus Issue
“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 in the register of members of the Company as from time to time
“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

EXPECTED TIMETABLE

2015

Date and time of AGM	10:30 a.m. on 25 August
Poll results of AGM	25 August
Latest time for dealing in Shares cum-entitlements to the final dividend and the Bonus Issue	27 August
First day of dealing in Shares ex-entitlements to the final dividend and the Bonus Issue	28 August
Latest time for lodging transfers of Shares for entitlements to the final dividend and the Bonus Issue	4:30 p.m. on 31 August
Closure of register of members (both days inclusive)	1 September to 3 September
Record Date for entitlements to the final dividend and the Bonus Issue	3 September
Dividend cheques and certificates for Bonus Shares expected to be despatched	16 September
Dealings in the Bonus Shares expected to commence	9:00 a.m. on 17 September

Note: All times refer to Hong Kong local time in this circular.

LETTER FROM THE BOARD



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. Lam Chat Yu *
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

27 July 2015

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) BONUS ISSUE OF SHARES
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 Bonus Issue.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles, Mr. Cha Mou Sing, Payson, Mr. Cha Mou Daid, Johnson and Mr. Wong Sue Toa, Stewart shall retire from office by rotation at the AGM. All retiring Directors, being eligible, offer themselves for re-election.

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 28 July 2015 to 6 August 2015 (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.

3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the last annual general meeting of the Company held on 26 August 2014, 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 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 (the "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 540,313,641 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 25 August 2015, the Company would be allowed under the general mandate to issue Shares to allot and issue up to 108,062,728 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.

LETTER FROM THE BOARD

4. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

At the last annual general meeting of the Company held on 26 August 2014, 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. 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 Buy Back Mandate”).

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the buy back 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 Buy Back Mandate, is set out in Appendix II to this circular.

5. BONUS ISSUE

In the announcement dated 23 June 2015 of the annual results of the Company for the year ended 31 March 2015, the Directors proposed the Bonus Issue to the Shareholders whose names appear on the register of members as at the close of business on the Record Date. Subject to the fulfillment of the conditions set out below, the Bonus Issue will be made on the basis of 1 Bonus Share for every 4 Shares then held. The Bonus Shares will be fully paid at par and will rank pari passu with the existing issued Shares in all respects for the date of issue, except that they will not rank for the final dividend for the year ended 31 March 2015.

Fractional entitlements to Bonus Shares will not be allotted and will be aggregated and sold for the benefit of the Company.

As at the Latest Practicable Date, there were 540,313,641 Shares in issue. Assuming that no further Shares are issued or bought back prior to the Record Date, approximately 135,078,410 Bonus Shares will be issued and an amount of approximately HK\$13,507,841, standing to the credit of the share premium account of the Company will be capitalised in accordance with Article 142 of the Articles and accordingly such sum will be applied in paying up in full at par the Bonus Shares.

Conditions to the Bonus Issue

The Bonus Issue is conditional upon the following:—

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Bonus Issue (including the capitalisation of certain amount standing to the credit of the share premium account of the Company);

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirement (if any) under the applicable laws of the Cayman Islands and the Articles to effect the Bonus Issue.

Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 1 September 2015 to Thursday, 3 September 2015, both days inclusive. During this period no share transfer will be registered. In order to qualify for the final dividend for the year ended 31 March 2015 and the Bonus Issue, 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 Monday, 31 August 2015.

Listing and Dealings

An application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the share capital of the Company is listed on or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Subject to the satisfaction of the conditions as set out in paragraph headed "Conditions to the Bonus Issue" as well as compliance with the stock admission requirements of HKSCC, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect your rights and interests.

LETTER FROM THE BOARD

It is expected that certificates for the Bonus Shares will be posted to the persons entitled thereto at their respective addresses shown in the register of members on the Record Date or in the case of joint holders, to the address of the joint holder whose name stands first in the register of members in respect of the joint holding, at their own risk on or around 16 September 2015.

Dealings in the Bonus Shares on the Stock Exchange are expected to commence on 17 September 2015 and will be subject to stamp duty in Hong Kong. The Qualifying Shareholders are recommended to consult their professional advisers as to the tax implications on the Bonus Issue. It is emphasised that tax implications on the Bonus Issue and the holding and exercise of the Bonus Shares are a matter of the holders thereof and neither the Company nor any of the Directors accept any responsibility for any tax effect on, or liabilities of, the holders thereof.

Reasons for the Bonus Issue

The Directors believe that the Bonus Issue represents a return to our Shareholders' investment in the Company, and it will enhance the liquidity of the Shares in the market and enlarge the Company's shareholder and capital base.

Adjustments of Options

As at 16 July 2015, there are 23,532,000 Options outstanding. The Bonus Issue may lead to adjustments to the exercise price and the number of Shares which may be issued upon exercise of the outstanding Options. Other than the outstanding Options, the Company does not have any warrants, options, or other securities exchangeable or convertible into Shares as at the Latest Practicable Date.

Rights of the Overseas Shareholders

As at 16 July 2015, there were 35 Overseas Shareholders whose addresses as registered in the register of members of the Company were outside Hong Kong, namely Australia, Bahamas, British Virgin Islands, Canada, Cayman Islands, France, Macau, Malaysia, New Zealand, Singapore, Spain, Sweden, United Kingdom and the United States of America.

LETTER FROM THE BOARD

The Company has made enquiries with such foreign legal counsels regarding the legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges regarding the issue of the Bonus Shares to those Overseas Shareholders with registered addresses in the overseas countries/regions listed in the above paragraph. Based on the advice provided by such foreign legal counsel, the Company is satisfied that it can issue the Bonus Shares to those Overseas Shareholders, subject to the satisfaction of the conditions as set out in the paragraph headed “Conditions to the Bonus Issue”.

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 18 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.

LETTER FROM THE BOARD

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 Buy Back Mandate, extension of the Share Issue Mandate and the Bonus Issue 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 72, 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. Payson 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. HKRI, NWDCL and CREIT are listed on the Stock Exchange. Mr. Payson 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, 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. Payson Cha is also a director of CCM Trust (Cayman) Limited, a substantial shareholder of the Company under Part XV of the SFO and the executive chairman and CEO of Mingly Corporation, a company under the control of members of Cha Family. Save as disclosed herein, Mr. Payson Cha did not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, Mr. Payson Cha does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Payson Cha had notified the Company of his interest in 119,976,053 Shares and 5,360,000 Options in the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr. Payson Cha. 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. Payson Cha receives director’s emoluments in the amount of HK\$100,000 per annum.

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. Payson Cha which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

2. **Mr. Cha Mou Daid, Johnson**, aged 63, was appointed as a non-executive director in November 2001. He is a non-executive director of HKRI (a company listed on the Stock Exchange) and a director of Mingly Corporation (a company under the control of members of Cha Family). Mr. Johnson Cha is also an independent non-executive director of Shanghai Commercial Bank Limited and a non-executive director of China International Capital Corporation Limited. Mr. Johnson Cha is active in many non-profit making organizations including serving on the Council, Finance Committee (2007-2015) and Investment Sub-Committee (2006-2015) of The Chinese University of Hong Kong. He is a brother of Mr. Cha Mou Sing, Payson who is the non-executive chairman of the Company. Save as disclosed herein, Mr. Johnson Cha did not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, Mr. Johnson Cha does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Johnson Cha had notified the Company of his interest in 117,865,219 Shares and 2,680,000 Options in the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr. Johnson Cha. 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. Johnson Cha receives director's emoluments in the amount of HK\$100,000 per annum.

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. Johnson Cha which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

3. **Mr. Wong Sue Toa, Stewart**, aged 69, joined the Group in 1989 and is the managing director of the Company. Before he joined the Group, he was a director for several listed companies and a director of HKRI (a company listed on the Stock Exchange) until his resignation in December 2001. Mr. Wong is also a director of all the subsidiaries of the Group. He has extensive experience in the construction and real estate fields. Mr. Wong holds a bachelor degree in science from San Diego State University and a master degree of science in civil engineering from Carnegie-Mellon University in the United States of America. He is a member of the Hong Kong Institute of Construction Managers (MHKICM). Save as disclosed herein, Mr. Wong did not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wong has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong had notified the Company of his interest in 7,916,065 Shares and 5,360,000 Options in the Company within the meaning of Part XV of the SFO. As Mr. Wong 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. Wong, Mr. Wong 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 2015, Mr. Wong received director's emoluments in a total sum of HK\$10,518,000.

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. Wong 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. Cha Mou Sing, Payson, Mr. Cha Mou Daid, Johnson and Mr. Wong Sue Toa, Stewart which is required to be disclosed pursuant to any of the requirements of Rules 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 Buy Back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 540,313,641 Shares. Subject to the passing of the relevant ordinary resolution to approve the Share Buy Back Mandate and on the basis that no further Shares will be issued or bought back prior to the date of the AGM, the Company would be allowed under the Share Buy Back Mandate to buy back a maximum of 54,031,364 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

REASONS FOR BUY BACKS

The Directors believe that the proposed granting of the Share Buy Back 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 buy backs 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 buy backs will benefit the Company and its Shareholders. At present, the Directors have no intention to buy back any of the Shares.

FUNDING OF BUY BACKS

Buy backs 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 buy backs 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 buy back and, in the case of any premium payable on the buy back 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 2015) in the event that the Share Buy Back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy Back 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 Buy Back 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 Buy Back Mandate in the event that the Share Buy Back 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 Buy Back Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a buy back 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 390,509,871 Shares, representing approximately 72.28% of the issued share capital of the Company as at the Latest Practicable Date. Among these Shares, 366,277,599 Shares, representing approximately 67.79% of the issued share capital of the Company, were held directly and indirectly by CCM Trust (Cayman) Limited (*Note 1*), 19,711,898 Shares, representing approximately 3.65% of the issued share capital of the Company, were held directly and indirectly by LBJ Regents Limited (*Note 2*), 4,309,984 Shares, representing approximately 0.80% of the issued share capital of the Company, were held directly or indirectly by Mr. Cha Mou Sing, Payson (*Note 3*) and 210,390 Shares, representing approximately 0.04% of the issued share capital of the Company, were held directly or indirectly by other members of the Cha Family.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buy Back Mandate, the aggregate interests of the members of the Cha Family would be increased from 72.28% to 80.31% 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 Buy Back 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 Share interests comprise 103,482,593 Shares directly held by CCM Trust (Cayman) Limited, 262,795,006 Shares directly and indirectly held by HKR International Limited. As CCM Trust (Cayman) Limited controls more than one-third of the share capital of HKR International Limited (held as to approximately 41.48% by CCM Trust (Cayman) Limited), it is deemed to be interested in the Share interests of this company. 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.
- (3) These Share interests comprise 735,712 Shares held personally and 3,574,272 Shares held by Accomplished Investments Ltd., 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
July	1.1200	1.0200
August	1.1900	1.1000
September	1.1500	1.0500
October	1.1300	1.0700
November	1.3600	1.1300
December	1.3200	1.2700
2015		
January	1.5000	1.2800
February	1.6200	1.4100
March	1.8000	1.5600
April	2.2400	1.8000
May	2.2300	2.0300
June	3.6100	2.0400
July (up to the Latest Practicable Date)	3.1800	2.1800

SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of printing of this document.



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, 25 August 2015 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 2015.
2. To declare a final dividend for the year ended 31 March 2015.
3. To re-elect Mr. Cha Mou Sing, Payson as a non-executive director of the Company.
4. To re-elect Mr. Cha Mou Daid, Johnson as a non-executive director of the Company.
5. To re-elect Mr. Wong Sue Toa, Stewart 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 2016.
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 of this Resolution 8(A); and
- (bb) (if the directors of the Company are so authorized 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 of 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 (and including) the date of 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; and
- (c) the revocation, variation or renewal of this Resolution 8(A) by an ordinary resolution of the shareholders of the Company in general meeting; and

“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 recognized 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 of 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 (and including) the date of 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; and
- (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 authorized 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. As special business to consider and, if thought fit, pass with or without modification, the following resolution as an **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”), the approximate sum of HK\$13,507,841, standing to the credit of the share premium account of the Company be capitalised in accordance with Article 142 of the Company’s Articles of Association and the Directors be and are hereby authorised to apply such sum in paying up in full at par approximately 135,078,410 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 shareholders of the Company whose names appear on the register of members of the Company as at the close of business on 3 September 2015, on the basis of 1 Bonus Share for every 4 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 final dividend for the year ended 31 March 2015;
- (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 authorised 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, 27 July 2015

Notes:

1. The register of members of the Company will be closed from 21 August 2015 to 25 August 2015 (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 20 August 2015.
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 1 September 2015 to 3 September 2015 (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 2015 and the Bonus Issue of Shares. In order to qualify for the final dividend and the Bonus Issue of Shares, 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 31 August 2015.
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, 25 August 2015. In order to ensure the meeting can start on time, shareholders or their proxies are encouraged to arrive for registration at least 15 minutes before the meeting starts.
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 Shareholders for arrangements of the AGM in response to the signal issued.