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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, 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 Prospectus, together with the enclosed PAL and EAF, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the SFC take no responsibility for the contents of any of the Prospectus Documents or any other documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.

Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the Prospectus Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction, for which the Company will not accept any liability. In particular, subject to certain exceptions as determined by the Company, this Prospectus, the PAL or the EAF should not be distributed, forwarded to or transmitted in, into or from the Specified Territories.

The Rights Issue is not being made in the US and is not available to US Shareholders. The securities have not been and will not be registered under the US Securities Act (as defined herein) or under the laws of any state or other jurisdiction of the US, and may not be offered, sold, taken up, resold, renounced, transferred or delivered, directly or indirectly, in or into the US, absent registration or pursuant to an exemption from, or in a transaction not subject to the registration requirements of the U.S. Securities Act and in compliance with any applicable state laws. There is no intention to register any portion of the Rights Issue or any securities described herein in the US or to conduct a public offering of securities in the US.

Shareholders and Beneficial Owners are referred to the important information set out in the sections headed "Qualifying Shareholders", "Distribution of this Prospectus and the other Prospectus Documents", "Non-Qualifying Shareholders", "Non-Qualifying Beneficial Owners" and "Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue" in this Prospectus. Except as otherwise set out herein the Rights Issue described in this Prospectus is not being made to Shareholders, Beneficial Owners or investors in the Specified Territories.

Shareholders, Beneficial Owners and any other persons having possession of this Prospectus and/or any of the other Prospectus Documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in the Specified Territories receiving this Prospectus and/or any of the other Prospectus Documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or regulatory or legal requirements in such territory, except as may be agreed to by the Company in its absolute discretion.



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)

**RIGHTS ISSUE OF  
HANISON CONSTRUCTION HOLDINGS LIMITED  
OF 345,231,025 RIGHTS SHARES  
AT THE SUBSCRIPTION PRICE OF HK\$1.00 EACH  
ON THE BASIS OF ONE RIGHTS SHARE  
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE**

**Underwriter of the Rights Issue**

**Mingly Corporation**

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The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Friday, 5 February 2016. The procedures for acceptance and payment for the Rights Shares are set out in the section of this Prospectus headed "Procedures for Acceptance or Transfer" on pages 23 to 31 of this Prospectus.

22 January 2016

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The Rights Issue will proceed on a fully underwritten basis. It should be noted that the Underwriter may, upon giving notice in writing to the Company, terminate the Underwriting Agreement with immediate effect at any time prior to 4:00 p.m. on the Settlement Date, upon occurrence of certain events including force majeure events. These events are set out in the section headed “Termination of the Underwriting Agreement” on pages 9 to 10 of this Prospectus.

Dealings in the existing Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC. You should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as 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 the “CCASS Operational Procedures” in effect from time to time.

The Rights Issue is conditional upon the fulfilment of the conditions as set out in the section of this Prospectus headed “Conditions to the Rights Issue and the Underwriting Agreement” on pages 38 to 39 of this Prospectus.

**The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the Underwriting Agreement does not become unconditional or is terminated by the Underwriter at any time prior to 4:00 p.m. on the Settlement Date, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time. Upon the giving of notice of termination, all the obligations of the Underwriter and the Company under the Underwriting Agreement shall cease and no party shall have any claim against any other for costs, damages, compensation or otherwise (save for any antecedent breaches thereof). The Shares have been dealt with on an ex-rights basis from Monday, 4 January 2016 and the Rights Shares are expected to be dealt with in their nil-paid form from Tuesday, 26 January 2016 to Tuesday, 2 February 2016 (both days inclusive). Such dealings will take place when the conditions of the Rights Issue remain unfulfilled. Any person dealing in the securities of the Company up to the date on which such conditions are fulfilled or waived and any person dealing in the nil-paid Rights Shares from Tuesday, 26 January 2016 to Tuesday, 2 February 2016 (being the first and last day of dealings in the nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Any person dealing or contemplating any dealing in the securities of the Company and/or the Rights Shares in their nil-paid form during this period who is in any doubt about his or her position is recommended to consult his or her own professional adviser.**

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS, BENEFICIAL OWNERS OR INVESTORS IN THE SPECIFIED TERRITORIES. This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. None of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus, the PAL or the EAF will be registered under the securities laws of any jurisdiction outside Hong Kong and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus, the PAL or the EAF will qualify for distribution under any of the relevant securities laws of any jurisdiction outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company). Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdiction outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company).

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Shareholders with registered addresses in any jurisdiction outside Hong Kong and Beneficial Owners who are residents of any jurisdiction outside Hong Kong are referred to the sections of this Prospectus headed “Non-Qualifying Shareholders” and “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue”.

Each person acquiring the nil-paid Rights Shares and/or Rights Shares under the Rights Issue will be required to confirm, or be deemed by his acquisition of the nil-paid Rights Shares and/or Rights Shares to confirm, that he is aware of the restrictions on offers and sales of the nil-paid Rights Shares and/or Rights Shares described in this Prospectus.

### **Notice to investors in Australia**

The Company reserves the right to reject applications by Australian shareholders where accepting the applications would require it to issue a disclosure document under Australian law.

### **Notice to investors in Canada**

The Rights Issue described in this Prospectus is not being made to Shareholders, Beneficial Owners or investors in Canada and the foregoing may not subscribe for or purchase Rights Shares.

### **Notice to investors in France**

In order to comply with Article 211-3 of the General Regulation of the Autorité des Marchés Financiers (the “AMF”), the Company hereby informs the investors in France that:

- (a) The proposed issue of rights shares does not require a prospectus to be submitted for approval to the AMF;
- (b) Persons or entities referred to in point 2°, Section II of Article L. 411-2 of the the French Monetary and Financial Code (the “CMF”) (i.e. qualified investors or a restricted circle of investors) may take part in the proposed issue of rights shares solely for their own account, as provided in Articles D. 411-1, D. 411-2, D. 734-1, D. 744-1, D. 754-1 and D. 764-1 of the CMF; and
- (c) The financial instruments thus acquired cannot be distributed directly or indirectly to the public otherwise than in accordance with Articles L. 411-1, L. 411-2, L. 412-1 and L. 621-8 to L. 621-8-3 of the French Monetary and Financial Code (i.e. articles applicable to public offering and private placement).

### **Notice to investors in Singapore**

The offer of nil-paid rights and Rights Shares by the Company is made only to and directed at, and the nil-paid rights and Rights Shares are only available to, persons in Singapore who are existing holders of the Shares previously issued by the Company.

The Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the nil-paid rights and Rights Shares may not be circulated or distributed, nor may the nil-paid rights and Rights Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) existing holders of Shares pursuant to Section 273(1)(cd)(i) of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”) or (ii) pursuant to, and in accordance with the conditions of, an exemption under Section 274 or Section 275 of the SFA or, where applicable, Section 276 of the SFA.

Qualifying Shareholders and/or any holder of the nil-paid rights may only offer the nil-paid rights in Singapore to (i) existing holders of Shares or (ii) pursuant to, and in accordance with the conditions of, an exemption under Section 274 or Section 275 or, where applicable, Section 276 of the Securities and Futures Act, Chapter 289 of Singapore.

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### Notice to investors in Spain

Neither the Rights Issue nor the Rights Shares nor the Prospectus Documents have been or will be registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*). Accordingly, neither the Rights Issue nor the Rights Shares may be offered, sold or distributed in Spain nor any document or offer material be distributed in Spain or targeted at Spanish resident investors except in circumstances which do not constitute a public offering (*oferta pública*) of securities within the meaning of article 35 of the reinstated text of the Securities Market Law, as approved by Royal Legislative Decree 4/2015 of 23 October (*texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015 de 23 de octubre*) and Royal Decree 1310/2005 of 4 November on admission to listing and on issues and public offers of securities (*Real Decreto 1310/2005 de 4 de noviembre, por el que se desarrolla parcialmente la Ley 24/1988, de 28 de julio, de Mercado de Valores, en materia de admisión a negociación de valores en mercados secundarios oficiales, de ofertas públicas de venta o suscripción y del folleto exigible a tales efectos*), both as amended, and supplemental rules enacted thereunder or in substitution thereof from time to time.

### Notice to investors in The Bahamas

This prospectus has not been filed with the Securities Commission of The Bahamas because the offering of the Rights Shares to shareholders in The Bahamas is being made in accordance with an exemption from the prospectus filing requirements under the Securities Industry Act, 2011 and the Securities Industry Regulations, 2012 of The Bahamas. Any further sale of the Rights Shares to any person in The Bahamas is subject to restrictions on re-sale in accordance with the provisions of the Securities Industry Regulations, 2012 of The Bahamas.

### Notice relating to investors in United Kingdom

In the United Kingdom, this document constitutes a ‘Financial Promotion’ for the purposes of section 21 of the Financial Services and Markets Act (the “FSMA”) and its distribution in the United Kingdom is restricted. The contents of this document have not been approved for the purposes of section 21 of the FSMA. Accordingly, this document will not be offered to the public in the United Kingdom (within the meaning of section 102B of the FSMA) save in circumstances where it is lawful to do so without an approved prospectus (within the meaning of section 85 of the FSMA) being made available to the public before the offer is made. In the United Kingdom this document is being solely issued to and directed at: (a) investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (SI 2005/1529) (as amended) (the “Order”); (b) high net worth companies, unincorporated associations and other bodies falling within article 49(2)(a) to (d) of the Order; (c) certified high net worth individuals within article 48 of the Order who, in this regard, have signed a statement dated within a period of 12 months ending on the date of receipt of this document complying with part 1 of schedule 5 of the Order stating that *inter alia*, they have either or both: (i) during the financial year immediately preceding the date on which the statement is signed an annual income of not less than £100,000; or (ii) held, throughout the financial year immediately preceding the date on which the statement is signed, net assets to the value of not less than £250,000 (excluding the property which is their primary residence or any loan secured on that residence, any of their rights under a qualifying contract of insurance within the meaning of the Financial Services and Markets Act 2000 (Regulated Authorities) Order 2001, or any benefits (in the form of pensions or otherwise) which are payable on termination of their service or death or retirement and to which they are (or their dependents are), or may be entitled); (d) sophisticated investors falling within article 50 of the Order; (e) self-certified sophisticated investors falling within article 50A of the Order; and other persons to whom it may lawfully be communicated (all such persons together being “relevant persons”). In the United Kingdom, this document is directed only at relevant persons, and any person who is not a relevant person should not act or rely on this document or any of its contents.

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### **Notice relating to investors in the US**

The PAL, the EAF, the nil-paid rights and the Rights Shares have not been and will not be registered under the US Securities Act or securities laws of any state or territory of the United States. Accordingly, the nil-paid rights and the Rights Shares may only be offered, sold, taken up, resold, renounced, transferred or delivered, in offshore transactions in accordance with Regulation S under the US Securities Act.

**The PAL, the EAF, the nil-paid rights and the Rights Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering, the PAL, the EAF, the nil-paid rights and the Rights Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.**

None of this Prospectus, the PAL and the EAF constitutes, will constitute, or forms or will form, part of any offer or invitation to issue, purchase or acquire the nil-paid rights and/or the Rights Shares to any person with a registered address, or who is located, in the United States. The nil-paid rights and the Rights Shares are being offered outside the United States in reliance on Regulation S under the US Securities Act.

In addition, until 40 days after the commencement of the Rights Issue or the procurement of purchasers by the Underwriter of the Rights Shares not initially taken up, any offer, sale or transfer of the nil-paid rights or the Rights Shares in or into the United States by a dealer (whether or not participating in the Rights Issue) may violate the registration requirements of the US Securities Act.

The Underwriter may arrange for the offer of the Rights Shares not taken up in the Rights Issue only outside the United States in reliance on Regulation S under the US Securities Act. Each purchaser or subscriber of Rights Shares being offered and sold outside the United States will be deemed to have represented and agreed, among other things, that the purchaser or subscriber is acquiring the Rights Shares in an offshore transaction meeting the requirements of Regulation S under the US Securities Act and the purchaser or subscriber has not been offered the Rights Shares by means of any directed selling efforts as defined in Regulation S under the US Securities Act.

### **Enforceability of Judgments**

The Company is a public company incorporated under the laws of the Cayman Islands. Most of the members of the Board and most of the Company's employees are citizens or residents of countries other than the US. A substantial portion of the assets of such persons and all or substantially all the Company's assets are located outside the US. As a result, it may not be possible for investors to effect service of process within the US upon such persons or upon the Company, or to enforce judgments obtained in US courts, including judgments predicated upon civil liabilities under the securities laws of the US or any state or territory within the US. In addition, there may be substantial doubt as to the enforceability, in the Cayman Islands, of original actions or actions for enforcement based on the federal securities laws of the US or judgments of US courts, including judgments predicated upon the civil liability provisions of the securities laws of the US.

### **Forward-Looking Statements**

All statements in this Prospectus other than statements of historical fact are forward-looking statements. In some cases, forward-looking statements may be identified by the use of words such as "might", "may", "could", "would", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek", "continue", "illustration", "projection" or similar expressions and the negative thereof. Forward-looking statements in this Prospectus include, without limitation, statements in respect of the Group's business strategies, product offerings, market position, competition, financial prospects, performance, liquidity and capital resources, as well as statements regarding trends in the relevant industries and markets in which the Group operates, technological advances, financial and economic developments, legal and regulatory changes and their interpretation and enforcement.

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The forward-looking statements in this Prospectus are based on management's present expectations about future events. Management's present expectations reflect numerous assumptions regarding the Group's strategy, operations, industry, developments in the credit and other financial markets and trading environment. By their nature, they are subject to known and unknown risks and uncertainties, which could cause actual results and future events to differ materially from those implied or expressed by forward-looking statements. Should one or more of these risks or uncertainties materialise, or should any assumptions underlying forward-looking statements prove to be incorrect, the Group's actual results could differ materially from those expressed or implied by forward-looking statements. Additional risks not known to the Group or that the Group does not currently consider material could also cause the events and trends discussed in this Prospectus not to occur, and the estimates, illustrations and projections of financial performance not to be realised.

Prospective investors are cautioned that forward-looking statements speak only as at the date of publication of the Prospectus. Except as required by applicable law, the Group does not undertake, and expressly disclaims, any duty to revise any forward-looking statement in this Prospectus, be it as a result of new information, future events or otherwise.

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## DEFINITIONS

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*In this Prospectus, unless the context otherwise specifies, the following expressions shall have the following meanings:*

“Announcement”	the announcement issued by the Company dated 15 December 2015 in relation to, among other things, the Rights Issue and the transactions contemplated thereunder;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Beneficial Owner”	any beneficial owner of Shares whose Shares are registered in the name of a Registered Owner;
“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday, Sunday or a public holiday or a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which banks in Hong Kong are open for business;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Participant”	a person admitted by HKSCC as a participant of CCASS;
“CCM” or “Undertaking Shareholder”	CCM Trust (Cayman) Limited, a company incorporated in the Cayman Islands with limited liability and a substantial shareholder of the Company;
“Cha Family”	family members of the late Dr. Cha Chi Ming, including his sons, Mr. Cha Mou Sing, Payson (the non-executive Chairman of the Company) and Mr. Cha Mou Daid, Johnson (a non-executive Director of the Company) and persons associated with and/or presumed to be acting in concert with such family members;
“Committed Shares”	the 127,819,580 Rights Shares to be provisionally allotted to the Undertaking Shareholder;
“Company”	Hanison Construction Holdings Limited (興勝創建控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 896);

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## DEFINITIONS

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“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“EAF(s)”	the excess application form(s) to be issued to the Qualifying Shareholders in respect of applications for excess Rights Shares;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Intermediary”	in relation to a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the Beneficial Owner’s broker, custodian, nominee or other relevant person who is a CCASS Participant or who has deposited the Beneficial Owner’s Shares with a CCASS Participant;
“Investor Participant”	a person admitted to participate in CCASS as an “Investor Participant” as defined in the General Rules of CCASS and the CCASS Operational Procedures;
“Irrevocable Undertaking”	the irrevocable undertaking dated 15 December 2015 given by CCM in favour of the Company and the Underwriter in relation to (i) owning the 255,639,160 Shares currently owned by CCM; and (ii) subscribing for the Committed Shares (or, as applicable, renouncing the right to subscribe for the same in favour of the Underwriter);
“Last Trading Day”	Tuesday, 15 December 2015, being the last trading day of the Shares on the Stock Exchange prior to the publication of the Announcement;
“Latest Acceptance Date”	Friday, 5 February 2016, being the last day for acceptance and payment of the Rights Shares, or such other date as the Company and the Underwriter may agree in writing;

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## DEFINITIONS

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“Latest Practicable Date”	Tuesday, 19 January 2016, being the latest practicable date prior to the printing of this Prospectus for the purposes of ascertaining certain information contained in this Prospectus;
“latest time for acceptance”	4:00 p.m. on the Latest Acceptance Date;
“Latest Time for Termination”	4:00 p.m. on the fourth Business Day after the latest time for acceptance or such later date as the Company and the Underwriter may agree in writing;
“Listing Committee”	has the same meaning ascribed thereto in Rule 1.01 of the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mingly Corporation” or “Underwriter”	Mingly Corporation, a company incorporated in the Cayman Islands with limited liability, and an indirect non wholly owned subsidiary of CCM;
“Non-Qualifying Shareholders”	the Overseas Shareholders to whom the Directors, after making relevant enquiries, consider it necessary or expedient not to offer the Rights Shares on account of either the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction;
“Overseas Shareholder(s)”	the Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong;
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in respect of their assured entitlements under the Rights Issue;
“Percentage Ratio(s)”	the percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction;
“Posting Date”	Friday, 22 January 2016 or such other date as the Underwriter may agree in writing with the Company for the despatch of the Prospectus Documents;

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## DEFINITIONS

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“PRC”	the People’s Republic of China which, for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Prospectus”	this prospectus;
“Prospectus Documents”	the Prospectus, PAL(s) and EAF(s);
“Qualifying Shareholders”	the Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders;
“Record Date”	Tuesday, 12 January 2016, being the record date to determine entitlements to the Rights Issue (or such other date as the Underwriter may agree in writing with the Company);
“Registered Owner”	in respect of a Beneficial Owner, means a nominee, trustee, depository or any other authorised custodian or third party which is the registered holder in the register of members of the Company of the Shares in respect of which the Beneficial Owner is beneficially interested;
“Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong;
“Regulation S”	Regulation S under the US Securities Act;
“Rights Issue”	the issue of Rights Shares at the Subscription Price on the basis of 1 Rights Share for every 2 existing Shares held on the Record Date payable in full on acceptance;
“Rights Shares”	the new Shares to be allotted and issued pursuant to the Rights Issue;
“Settlement Date”	Tuesday, 16 February 2016, being the fourth Business Day following the Latest Acceptance Date (or such other date as the Company and the Underwriter may agree in writing);

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## DEFINITIONS

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“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Share Option Scheme”	the share option scheme of the Company adopted on 21 September 2011;
“Share Option(s)”	share option(s) granted under the Share Option Scheme;
“Shareholder(s)”	the holder(s) of the Share(s);
“Specified Territory(ies)”	means Canada, New Zealand, Thailand, The Bahamas and the US;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the subscription price of HK\$1.00 per Rights Share;
“subsidiary” or “subsidiaries”	has the same meaning ascribed thereto in Rule 1.01 of the Listing Rules;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“Underwriting Agreement”	the underwriting agreement dated 15 December 2015 and entered into between the Company and the Underwriter in relation to the Rights Issue;
“Underwritten Shares”	the Rights Shares (other than the Committed Shares) underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement;
“United States” or “US”	the United States of America (including its territories and dependencies, any state in the US and the District of Columbia);
“US Securities Act”	US Securities Act of 1933, as amended; and

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## DEFINITIONS

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“%” per cent or percentage.

*In this Prospectus, unless the context otherwise requires, any reference to the singular includes the plural and vice versa and any reference to a gender includes a reference to the other gender and the neuter.*

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## SUMMARY OF THE RIGHTS ISSUE

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*The following information is derived from, and should be read in conjunction with and subject to, the full text of this Prospectus:*

What is the Rights Issue?	:	A means for the Company to raise additional capital by offering to the Company's existing Shareholders who are Qualifying Shareholders the right to subscribe for further Shares in proportion to their existing shareholdings.
Basis of the Rights Issue	:	Qualifying Shareholders are being offered the opportunity to subscribe for one (1) Rights Share for every two (2) existing Shares held on the Record Date. For more information in relation to Qualifying Shareholders, see the sections of this Prospectus headed "Qualifying Shareholders", "Distribution of this Prospectus and the other Prospectus Documents", "Non-Qualifying Shareholders" and "Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue", in the "Letter from the Board".
Subscription Price	:	HK\$1.00 per Rights Share payable in full on acceptance.
Number of Shares in issue	:	690,462,051 Shares as at the Latest Practicable Date.
Number of Rights Shares to be issued	:	345,231,025 Rights Shares.
Latest Acceptance Date	:	Expected to be Friday, 5 February 2016.
Amount to be raised by the Rights Issue	:	Approximately HK\$345.23 million before expenses.
Enlarged issued share capital upon completion of the Rights Issue	:	1,035,693,076 Shares (assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue).

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## SUMMARY OF THE RIGHTS ISSUE

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- Excess applications : Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment (see the section headed “Application for Excess Rights Shares” in the “Letter from the Board”). Any Rights Shares available for excess application would be (a) any unsold Rights Shares which would have been allotted to Non-Qualifying Shareholders had they been Qualifying Shareholders (see the section in the “Letter from the Board” below headed “Non-Qualifying Shareholders”), (b) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by renounees or transferees of nil-paid Rights Shares, and (c) any unsold Rights Shares created by aggregating fractions of the Rights Shares (see the section headed “Fractional Entitlements” in the “Letter from the Board”).
- Status : The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue. After the Rights Shares have been issued and fully paid, holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares in their fully-paid form.
- Underwriter : Mingly Corporation.

As at the Latest Practicable Date, the Company has 690,462,051 Shares in issue and 15,902,500 Share Options outstanding which entitle the holders thereof to subscribe for 15,902,500 Shares, all of which have no vesting period. From the date of the Underwriting Agreement and up to the Latest Practicable Date, 12,780,000 Share Options were exercised. An aggregate of 345,231,025 Rights Shares will be provisionally allotted pursuant to the Rights Issue, representing approximately 49.99% of the issued share capital of the Company as at the Latest Practicable Date and approximately 33.33% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Save for the Share Options as mentioned above, as at the Latest Practicable Date, the Company has no other outstanding convertible securities or options in issue or other similar rights which confer any right to subscribe for, convert or exchange into Shares.

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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The Underwriter reserves the right (but shall not be obliged to do so) to rescind or terminate the arrangements set out in the Underwriting Agreement by notice in writing given by it to the Company at any time prior to 4:00 p.m. on the Settlement Date, if in the sole and absolute opinion of the Underwriter acting in good faith:

- (a) the success of the Rights Issue would be materially and adversely affected by:
  - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic, currency or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which materially adversely affects the business or the financial or trading position or prospects of the Group as a whole or materially adversely prejudices the success of the Rights Issue or otherwise makes it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue; or
  - (iii) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (b) any material adverse change in market conditions or combination of circumstances in Hong Kong or elsewhere (including without limitation suspension or material restriction or trading in securities) occurs which may adversely and materially affect the success of the Rights Issue.

**Upon the giving of notice by the Underwriter to rescind or terminate the Underwriting Agreement, all obligations of the Underwriter shall cease and determine and neither the Company nor the Underwriter shall have any claim against the other in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches thereof). If the Underwriter exercises such right, the Rights Issue will not proceed.**

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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### WARNING OF THE RISKS OF DEALING IN NIL-PAID RIGHTS SHARES

The Rights Shares are expected to be dealt with in their nil-paid form from Tuesday, 26 January 2016 to Tuesday, 2 February 2016 (both dates inclusive).

**The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any persons dealing in Shares or Rights Shares in their nil-paid form, or in any other securities of the Company, up to the date on which all the conditions to which the Rights Issue is subject have been fulfilled and the Underwriter's right to terminate the Underwriting Agreement has ceased, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form, or in any other securities of the Company, are advised to exercise caution and to consult their professional advisers.**

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## EXPECTED TIMETABLE

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The expected timetable for the Rights Issue is set out below:

Last day for dealings in the Shares on a cum-rights basis . . . . .	31 December 2015
Commencement of dealings in the Shares on an ex-rights basis . . . . .	4 January 2016
Latest time for lodging transfer documents of the Shares in order to be qualified for the Rights Issue . . . . .	4:30 p.m. on 5 January 2016
Closure of the register of members for determining entitlements under the Rights Issue . . . . .	6 to 12 January 2016
Record Date for determining entitlements under the Rights Issue . . . . .	12 January 2016
Re-opening of the register of members . . . . .	13 January 2016
Despatch of the Prospectus Documents . . . . .	22 January 2016
First day for dealings in nil-paid Rights Shares . . . . .	9:00 a.m. on 26 January 2016
Latest time for splitting of nil-paid Rights Shares . . . . .	4:30 p.m. on 28 January 2016
Last day for dealings in nil-paid Rights Shares . . . . .	4:00 p.m. on 2 February 2016
Latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares . . . . .	4:00 p.m. on 5 February 2016
Rights Issue to become unconditional . . . . .	4:00 p.m. on 16 February 2016
Announcement of results of the Rights Issue to be published on the respective websites of the Stock Exchange and the Company . . . . .	on or before 22 February 2016
Certificates for the Rights Shares expected to be despatched . . . . .	on or before 23 February 2016
Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares expected to be posted . . . . .	on or before 23 February 2016
Commencement of dealings in fully-paid Rights Shares . . . . .	9:00 a.m. on 24 February 2016

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## EXPECTED TIMETABLE

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*Notes:*

- (i) All references to times and dates in the Expected Timetable are references to Hong Kong time and Hong Kong dates, respectively.
- (ii) Dates or deadlines specified in this Prospectus are indicative only and may be extended or varied by agreement between the Company and the Underwriter. In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any changes to the timetable will be published or notified to the Shareholders and the Stock Exchange as appropriate.

**Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares**

The latest time for acceptance of and payment for Rights Shares and for application and payment for excess Rights Shares will not take place at 4:00 p.m. on Friday, 5 February 2016 if there is a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning, if such circumstance is:

- i. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 5 February 2016. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- ii. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 5 February 2016. Instead the latest time of acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on Friday, 5 February 2016, the dates mentioned in the 'Expected Timetable' section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

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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)

***Non-executive Chairman***

Mr. Cha Mou Sing, Payson

***Non-executive Director***

Mr. Cha Mou Daid, Johnson

***Executive Directors***

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

Mr. Tai Sai Ho (*General Manager*)

***Independent Non-executive Directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun

22 January 2016

*To the Qualifying Shareholders and,  
for information purposes only, the Non-Qualifying Shareholders*

Dear Sir or Madam,

**RIGHTS ISSUE OF  
HANISON CONSTRUCTION HOLDINGS LIMITED  
OF 345,231,025 RIGHTS SHARES  
AT THE SUBSCRIPTION PRICE OF HK\$1.00 EACH  
ON THE BASIS OF ONE RIGHTS SHARE  
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE**

**INTRODUCTION**

Reference is made to the Announcement. The Company proposes to issue 345,231,025 Rights Shares at the Subscription Price of HK\$1.00 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares in issue on the Record Date. The proposed Rights Issue is intended to raise funds of approximately HK\$345.23 million (before expenses).

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## LETTER FROM THE BOARD

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Pursuant to the Rights Issue, the Qualifying Shareholders will be provisionally allotted one (1) Rights Share in nil-paid form for every two (2) existing Shares held on the Record Date. Fractional entitlements will not be allotted but will be aggregated and sold for the benefit of the Company. The Rights Issue will not be available to the Non-Qualifying Shareholders. The Underwritten Rights Shares are fully underwritten on the terms and subject to the conditions set out in the Underwriting Agreement.

### RIGHTS ISSUE OVERVIEW

What is the Rights Issue?	:	A means for the Company to raise additional capital by offering to the Company's existing Shareholders who are Qualifying Shareholders the right to subscribe for further Shares in proportion to their existing shareholdings.
Basis of the Rights Issue	:	Qualifying Shareholders are being offered the opportunity to subscribe for one (1) Rights Share for every two (2) existing Shares held on the Record Date. For more information in relation to Qualifying Shareholders, see the sections of this Prospectus headed "Qualifying Shareholders", "Distribution of this Prospectus and the other Prospectus Documents", "Non-Qualifying Shareholders" and "Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue", in the "Letter from the Board".
Subscription Price	:	HK\$1.00 per Rights Share payable in full on acceptance.
Number of Shares in issue	:	690,462,051 Shares as at the Latest Practicable Date.
Number of Rights Shares to be issued	:	345,231,025 Rights Shares.
Latest Acceptance Date	:	Expected to be Friday, 5 February 2016.
Amount to be raised by the Rights Issue	:	Approximately HK\$345.23 million before expenses.

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## LETTER FROM THE BOARD

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- Enlarged issued share capital upon completion of the Rights Issue : 1,035,693,076 Shares (assuming no new Shares (other than the Rights Shares) are allotted and issued on or before completion of the Rights Issue).
- Excess applications : Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment (see the section headed “Application for Excess Rights Shares” in the “Letter from the Board”). Any Rights Shares available for excess application would be (a) any unsold Rights Shares which would have been allotted to Non-Qualifying Shareholders had they been Qualifying Shareholders (see the section in the “Letter from the Board” below headed “Non-Qualifying Shareholders”), (b) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by renounees or transferees of nil-paid Rights Shares, and (c) any unsold Rights Shares created by aggregating fractions of the Rights Shares (see the section headed “Fractional Entitlements” in the “Letter from the Board”).
- Status : The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue. After the Rights Shares have been issued and fully paid, holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares in their fully-paid form.
- Underwriter : Mingly Corporation.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has 690,462,051 Shares in issue and 15,902,500 Share Options outstanding which entitle the holders thereof to subscribe for 15,902,500 Shares, all of which have no vesting period. From the date of the Underwriting Agreement and up to the Latest Practicable Date, 12,780,000 Share Options were exercised. An aggregate of 345,231,025 Rights Shares will be provisionally allotted pursuant to the Rights Issue, representing approximately 49.99% of the issued share capital of the Company as at the Latest Practicable Date and approximately 33.33% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Save for the Share Options as mentioned above, as at the Latest Practicable Date, the Company has no other outstanding convertible securities or options in issue or other similar rights which confer any right to subscribe for, convert or exchange into Shares.

### THE SUBSCRIPTION PRICE

The Subscription Price of HK\$1.00 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the provisional allotment of the Rights Shares under the Rights Issue or, where applicable, application for excess Rights Shares or when a renounee of any provisional allotment of the Rights Shares or a transferee of nil-paid Rights Shares applies for the Rights Shares. The Subscription Price represents:

- (a) a discount of approximately 20.63% to the closing price of HK\$1.26 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 21.38% to the average of the closing prices per Share as quoted on the Stock Exchange for the five previous consecutive trading days up to and including the Last Trading Day of approximately HK\$1.272;
- (c) a discount of approximately 23.49% to the average of the closing prices per Share as quoted on the Stock Exchange for the ten previous consecutive trading days up to and including the Last Trading Day of approximately HK\$1.307;
- (d) a discount of approximately 14.75% to the theoretical ex-rights price of approximately HK\$1.173 per Share based on the closing price of HK\$1.26 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (e) a discount of approximately 69.23% to the audited consolidated net asset value attributable to the Shareholders as at 31 March 2015 of approximately HK\$3.25 per Share (based on 536,315,641 Shares in issue as at 31 March 2015); and
- (f) a discount of approximately 17.36% to the closing price of HK\$1.21 per Share (on ex-rights basis) on the Latest Practicable Date.

Each Rights Share will have a nominal value of HK\$0.10.

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## LETTER FROM THE BOARD

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The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to the market price of the Shares under the prevailing market conditions and recent financial conditions of the Group, and having considered rights issues identified in Hong Kong over the last three years and in particular, those of property companies and property companies considered comparable to a greater degree by size and activity. The Company and the Underwriter considered the theoretical ex-rights discount at which these rights issues took place and the range of such discounts across the property sector and the market. The Subscription Price was set at a favourable price to the Company when compared with the theoretical ex-rights price range (representing a discount in the range of 2.8% to 37.9% to the relevant theoretical ex-rights prices) in comparable rights issues in the property sector and in the overall market. In addition, the Company and the Underwriter took into account the net asset value of the Company and the prospective dividend yield on the enlarged number of Shares in issue following completion of the Rights Issue, assuming no reduction in the amount of money paid in dividends, as compared to the prospective dividend yield of the Hang Seng property index, which offers a comparable yield. As the Rights Shares are offered to all Qualifying Shareholders, the Company has sought to set the Subscription Price at a level that would attract all Qualifying Shareholders to participate in the Rights Issue without exerting excessive financial burden on the part of Qualifying Shareholders.

The Board (including the independent non-executive Directors) hopes that the discount that the Subscription Price represents to recent market price will encourage Qualifying Shareholders to participate in the Rights Issue and accordingly maintain their shareholdings in the Company and participate in the future development and performance of the Company. Qualifying Shareholders who take up their pro-rata entitlements in full will not suffer any dilution to their interests in the Company under the Rights Issue. **If a Qualifying Shareholder does not take up his/her/its entitlement under the Rights Issue in full, his/her/its proportionate shareholding in the Company will be diluted.** The maximum potential dilution impact to the Qualifying Shareholders other than the Cha Family if all of them (other than the Undertaking Shareholder) elect not to take up their respective entitlement under the Rights Issue in full will be 15.1%.

Notwithstanding the possible dilution impact to the Qualifying Shareholders described above and which will take place in any rights issue if existing shareholders elect not to take up their entitlements in full, the Board considers the terms of the Rights Issue (including the Subscription Price) to be fair and reasonable and in the interests of the Company and the Shareholders as a whole, and the Rights Issue (instead of other means of fund raising such as bank loans or placing) is preferred because:

- the Company will, through the Rights Issue, be able to strengthen its capital base for supporting the continual development of the Group's existing business activities and significantly reduce the indebtedness of the property development and property investment divisions of the Group;

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## LETTER FROM THE BOARD

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- it is prudent to finance the Group’s future growth by way of equity financing without incurring substantial financial costs arising from bank loans;
- the Rights Issue will provide existing Shareholders the opportunity to participate in the equity financing exercise on a fair and pro rata basis and lessen the dilution impact brought about by a placing; and
- the Subscription Price is set at a reasonable discount to the recent closing prices and theoretical ex-rights price of the Shares with an objective of encouraging existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company in the future.

### QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue, a Shareholder must (i) be registered as a member of the Company on the Record Date; and (ii) not be a Non-Qualifying Shareholder (see the section below headed “Non-Qualifying Shareholders”). In order to be registered as members of the Company on the Record Date, all transfer documents of the Shares must be lodged (together with the relevant share certificate(s)) with the Registrar by 4:30 p.m. on Tuesday, 5 January 2016. The last day of dealings in the Shares on a cum-rights basis is expected to be on Thursday, 31 December 2015. The Shares will be dealt with on an ex-rights basis from on Monday, 4 January 2016. The particulars of the Registrar are as follows:

**Computershare Hong Kong Investor Services Limited**

Shops 1712-1716, 17/F, Hopewell Centre,  
183 Queen’s Road East,  
Wan Chai, Hong Kong  
Tel: (852) 2862 8628  
Fax: (852) 2865 0990

### BASIS OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

Each Qualifying Shareholder will receive a PAL in respect of the Rights Issue. The Rights Shares will be provisionally allotted on the basis of one (1) Rights Share, in nil-paid form, for every two (2) existing Shares held by a Qualifying Shareholder on the Record Date. Any holdings (or balance of holdings) of less than two (2) existing Shares will not entitle their holders to be provisionally allotted a Rights Share. The board lot of the Rights Shares in nil-paid form will be 2,000 Shares.

Application for all or any part of a Qualifying Shareholder’s provisional allotment of Rights Shares should be made by completing the PAL, and lodging the same with a remittance for the Rights Shares being applied for, which shall be for an equal or lesser number of the Rights Shares provisionally allotted to such Qualifying Shareholder. See further the section headed “Procedures for Acceptance or Transfer” below.

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## LETTER FROM THE BOARD

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### **DISTRIBUTION OF THIS PROSPECTUS AND THE OTHER PROSPECTUS DOCUMENTS**

The Company will only send this Prospectus accompanied by the other Prospectus Documents to the Qualifying Shareholders. However, the Company will, to the extent permitted by the relevant laws and practicable, send this Prospectus (without the PAL or the EAF) to Non-Qualifying Shareholders for information purposes only.

Distribution of this Prospectus and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the Prospectus Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, this Prospectus should not be distributed, forwarded to or transmitted in, into or from the Specified Territories together with the PAL or the EAF.

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

The Rights Issue is not being made in the United States and is not available to US Shareholders (which include Shareholders with registered addresses in the US and Shareholders or Beneficial Owners who are resident or located in the US), subject to limited exceptions as set forth in the section below headed “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue”.

### **NON-QUALIFYING SHAREHOLDERS**

Non-Qualifying Shareholders are those Shareholders with registered addresses in, and Shareholders and Beneficial Owners who are otherwise known by the Company to be resident in, places outside Hong Kong in respect of whom the Directors, based on enquiries made by the Directors, consider it necessary or expedient not to offer the Rights Issue on account either of the legal restrictions under the laws of the relevant place in which the Shareholder or Beneficial Owner is located or the requirements of the relevant regulatory body or stock exchange in that place.

As at the Record Date, according to the register of members of the Company, the Overseas Shareholders have registered addresses in 15 jurisdictions, namely, Australia, The Bahamas, British Virgin Islands, Canada, Cayman Islands, France, Macau, Malaysia, New Zealand, Singapore, Spain, Sweden, Thailand, United Kingdom and the US. Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Board has made enquiries regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions and the requirements of the relevant regulatory body or stock exchange with respect to the offer of the Rights Shares to such Overseas Shareholders.

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## LETTER FROM THE BOARD

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The Company has obtained advice from legal advisers in Australia, British Virgin Islands, Cayman Islands, France, Macau, Malaysia, Singapore, Spain, Sweden and the United Kingdom and has been advised that under the applicable legislations of these jurisdictions, either (i) there is no regulatory restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in the relevant jurisdiction; or (ii) the Rights Issue meets the relevant exemption requirements under the relevant jurisdictions so that it would be exempt from obtaining approval or recognition from and/or registration of the Prospectus Documents with the relevant regulatory authorities under the applicable laws and regulations of the relevant jurisdictions. Accordingly, the Rights Issue will be extended to the Overseas Shareholders having registered addresses in Australia, British Virgin Islands, Cayman Islands, France, Macau, Malaysia, Singapore, Spain, Sweden and the United Kingdom and such Overseas Shareholders are Qualifying Shareholders.

The Company has also obtained advice from its legal advisers in the Specified Territories. Having considered the circumstances, the Directors have formed the view that, other than certain limited exceptions as described below, it is necessary or expedient to restrict the ability of Shareholders in the Specified Territories to take up their rights under the Rights Issue due to the time and costs involved in the registration of the Prospectus and/or compliance with the relevant local legal or regulatory requirements in the relevant Specified Territory and/or additional steps the Company and/or Shareholders and/or Beneficial Owners need to take to comply with the local legal requirements in the Specified Territories.

Accordingly, for the purposes of the Rights Issue, the Non-Qualifying Shareholders are:

- (a) Shareholders whose name(s) appeared in the register of members of the Company on the Record Date and whose address(es) as shown in such register is/are in any of the Specified Territories, except for those Shareholders who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue” below; and
- (b) any Shareholders or Beneficial Owners at that time who are otherwise known by the Company to be resident in any of the Specified Territories, except for those Shareholders or Beneficial Owners resident in such Specified Territory who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue” below.

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## LETTER FROM THE BOARD

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Notwithstanding any other provision in this Prospectus or the PAL or the EAF, the Company reserves the right to permit any Shareholder or Beneficial Owner to take up his/her/its rights if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question. If the Company is so satisfied, the Company will, if requested, arrange for the relevant Shareholder or Beneficial Owner to be sent a PAL and an EAF.

Receipt of this Prospectus and/or a PAL and/or an EAF or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus and/or a PAL and/or an EAF must be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer nil-paid Rights Shares to any person in, into or from, a Specified Territory or any territory in which it would be unlawful to extend the Rights Issue. If a PAL or an EAF or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer the nil-paid Rights Shares in CCASS unless the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this Prospectus or a PAL or an EAF in, into or from a Specified Territory (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

It is the responsibility of any person (including but not limited to nominee, agent and trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory and jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any such person of the Rights Shares or the nil-paid Rights Shares will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. For the avoidance of doubt, HKSCC Nominees Limited, who subscribes the Rights Shares on behalf of CCASS Participants, is not subject to the above representations and warranty.

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## LETTER FROM THE BOARD

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### **ARRANGEMENTS FOR RIGHTS SHARES WHICH WOULD OTHERWISE HAVE BEEN AVAILABLE TO NON-QUALIFYING SHAREHOLDERS**

The Company will send the Prospectus to the Non-Qualifying Shareholders for their information only, without any PAL and EAF. Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to Non-Qualifying Shareholders to be sold in the market in their nil-paid form on the Stock Exchange as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid by the Company pro rata to the Non-Qualifying Shareholders. The Company will retain individual amounts (or the equivalent) of HK\$100 or less for its own benefit. Any unsold entitlements of those Non-Qualifying Shareholders to the Rights Shares, together with any Rights Shares provisionally allotted but not accepted by Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares and any unsold fractions of the Rights Shares (see the section headed “Fractional Entitlements” below), will be made available for excess applications on EAFs by Qualifying Shareholders.

### **NON-QUALIFYING BENEFICIAL OWNERS**

The arrangements under the section above headed “Arrangements for Rights Shares which would otherwise have been available to Non-Qualifying Shareholders” will not apply to a Beneficial Owner who is resident in a Specified Territory who holds his/her/its interest in Shares through a Registered Owner having an address shown in the register of members of the Company on the Record Date which is not in a Specified Territory. Such Beneficial Owners are referred to herein as “**Non-Qualifying Beneficial Owners**” and may include such Beneficial Owners holding interests in Shares through CCASS (which Shares are registered in the register of members of the Company in the name of HKSCC Nominees Limited, a company incorporated in Hong Kong). The Company is unable to extend those arrangements to such Non-Qualifying Beneficial Owners because the Company does not have the necessary information in relation to such Non-Qualifying Beneficial Owners to make a unilateral determination as to whether those Beneficial Owners are Qualifying Shareholders or Non-Qualifying Shareholders for the purposes of the Rights Issue.

Accordingly, the nil-paid Rights Shares which would otherwise have been available to be taken up by those Non-Qualifying Beneficial Owners will not be sold in the market and the relevant Non-Qualifying Beneficial Owners will not receive the proceeds of any such sale. All Non-Qualifying Beneficial Owners are advised to seek their own legal advice as to whether or not they may be permitted, having regard to their own particular circumstances (including the laws and regulations of the relevant jurisdiction in which they are resident), to sell their nil-paid Rights Shares in the market. Any such nil-paid Rights Shares which are not sold in the market by Non-Qualifying Beneficial Owners will be made available for excess applications on EAFs by Qualifying Shareholders.

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## LETTER FROM THE BOARD

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The Company reserves the right to treat as invalid any acceptance of or application for the nil-paid Rights Shares where it believes that such acceptance would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders and Beneficial Owners who are residing outside Hong Kong should exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

### **LIMITED CATEGORY OF PERSONS IN THE SPECIFIED TERRITORIES WHO MAY BE ABLE TO TAKE UP THEIR RIGHTS UNDER THE RIGHTS ISSUE**

Notwithstanding what is said in the section headed “Non-Qualifying Shareholders” above, the following limited category of persons in the Specified Territories may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue:

- (i) the Company reserves its absolute discretion in determining whether to allow any participations in the Rights Issue as well as the identity of the persons who may be allowed to participate in any of the Specified Territories. Shareholders and Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company’s absolute discretion, provided that such Shareholders and Beneficial Owners are able to provide the Company with evidence, to the Company’s satisfaction, that they fulfil the relevant requirements in the relevant jurisdiction(s). For Beneficial Owners in any of the Specified Territories who want to participate in the Rights Issue, please contact your Intermediary to make the necessary arrangements.

### **PROCEDURES FOR ACCEPTANCE OR TRANSFER**

#### **General**

Any person (including, without limitation, agents, nominees and trustees) wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The attention of Shareholders with registered addresses in the Specified Territories or holding Shares on behalf of persons with such addresses is drawn to the sections above headed “Non-Qualifying Shareholders” and “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue”.

Each subscriber of Rights Shares being offered and sold outside the US will be deemed (by accepting delivery of this Prospectus) to have given each of the following representations and warranties to the Company and the Underwriter and to any person acting on their behalf, unless in their sole discretion the Company and the Underwriter waive such requirement:

- he/she/it was a Shareholder as at the Record Date, or he/she/it lawfully acquired or may lawfully acquire rights, directly or indirectly, from such a person;

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## LETTER FROM THE BOARD

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- he/she/it may lawfully be offered, take up, exercise, obtain, subscribe for and receive the nil-paid Rights Shares and/or the fully-paid Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- subject to certain exceptions, he/she/it is not resident or located in the US;
- subject to certain exceptions, he/she/it is not accepting an offer to acquire, take up or exercise nil-paid Rights Shares or fully-paid Rights Shares on a non-discretionary basis for a person who is resident or located in the US at the time the instruction to accept was given;
- he/she/it is acquiring the nil-paid Rights Shares and/or the fully-paid Rights Shares in an “offshore transaction” as defined in Regulation S under the US Securities Act;
- he/she/it has not been offered the Rights Shares by means of any “directed selling efforts” as defined in Regulation S under the US Securities Act;
- he/she/it is not acquiring nil-paid Rights Shares or the fully-paid Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such nil-paid Rights Shares or the fully-paid Rights Shares into the US; and
- he/she/it understands that neither the nil-paid Rights Shares nor the fully-paid Rights Shares have been or will be registered under the US Securities Act or with any securities regulatory authority of any state, territory, or possession of the US and the nil-paid Rights Shares or the fully-paid Rights Shares are being distributed and offered outside the US in reliance on Regulation S under the US Securities Act. Consequently he/she/it understands the nil-paid Rights Shares or the fully-paid Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the US, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representations or warranties.

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## LETTER FROM THE BOARD

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### Action to be taken by Shareholders

#### *Subscription for all Rights Shares provisionally allotted*

For each Qualifying Shareholder, a PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown thereon. If the Qualifying Shareholder(s) wish(es) to exercise his/her/its right to subscribe for all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:00 p.m. on the Latest Acceptance Date. All remittances must be made in Hong Kong dollars and must be made either by cheques drawn on or cashier's orders issued by a bank account in Hong Kong and made payable to "**HANISON CONSTRUCTION HOLDINGS LTD – PROVISIONAL ALLOTMENT ACCOUNT**" and crossed "**Account Payee Only**".

It should be noted that unless the PAL, together with the appropriate remittance, has been lodged with the Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:00 p.m. on the Latest Acceptance Date, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The PAL contains further information regarding the procedure to be followed for acceptance of the whole or part of their provisional allotments of Rights Shares by Qualifying Shareholders.

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and lodgment of a PAL together with a cheque or cashier's order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

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## LETTER FROM THE BOARD

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If the conditions of the Rights Issue (as set out in the section below headed “Conditions of the Rights Issue and the Underwriting Agreement”) are not fulfilled or if the Underwriter exercises its right to terminate the Underwriting Agreement, the monies received in respect of acceptances of the Rights Shares will be refunded to the Qualifying Shareholders (or such other persons to whom the nil-paid Rights Shares have been validly transferred) without interest, by means of cheques to be despatched by ordinary mail to their registered addresses, and in the case of joint applicants to the registered address of the first-mentioned person who appears on the register of members or the transfer form, at their own risk on or around Tuesday, 23 February 2016.

Save as described under the section headed “Non-Qualifying Shareholders” above, no action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof.

The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for the Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder. No receipt will be issued in respect of any application monies received.

**All enquiries in connection with the above procedures should be addressed to the Registrar at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.**

### ***Transfers and “splitting” of nil-paid Rights Shares***

The nil-paid Rights Shares can be traded on the Stock Exchange. A Qualifying Shareholder can accept all of his/her/its provisional allotment of Rights Shares, or sell all of his/her/its provisional allotment on the Stock Exchange or accept only part of his/her/its provisional allotment and sell the remaining part on the Stock Exchange.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer a part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer his/her/its rights to more than one person, the entire PAL must be surrendered and lodged for cancellation together with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to such holder as stated in Box B of the original PAL), by no later than 4:30 p.m. on Thursday, 28 January 2016 to the Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong who will cancel the original PAL and issue new PALs in the denominations required. This process is commonly known as “splitting” the nil-paid Rights Shares.

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## LETTER FROM THE BOARD

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Having “split” the nil-paid Rights Shares, a Qualifying Shareholder who wishes to accept the provisional allotment of Rights Shares represented by a new PAL should do so in accordance with the instructions given above in relation to the subscription for all the Rights Shares provisionally allotted.

If a Qualifying Shareholder wishes to transfer all of his/her/its nil-paid Rights Shares under a PAL (or a split PAL, as the case may be) to another person he/she/it should complete and sign Form B in the PAL and hand the PAL to the person to or through whom he/she/it is transferring his/her/its nil-paid Rights Shares. The transferee must then complete and sign Form C in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance with the Registrar at the address given above, to effect the transfer by no later than 4:00 p.m. on Friday, 5 February 2016.

The PAL contains further information regarding the procedures to be followed for transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

**All enquiries in connection with the above procedures should be addressed to the Registrar at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.**

***Important notice and representations and warranties relating to Shareholders in the Specified Territories***

As described above, Shareholders (or any transferees of nil-paid Rights Shares) with registered addresses in the Specified Territories are only permitted to take up their rights under the Rights Issue if they fulfil, to the satisfaction of the Company in its absolute discretion, the requirements specified in the section above headed “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue”.

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## LETTER FROM THE BOARD

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Any Shareholder (or any transferees of nil-paid Rights Shares) accepting and/or transferring a PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not in a Specified Territory or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid Rights Shares and/or the fully-paid Rights Shares or to use the PAL in any manner in which such person has used or will use it; (ii) such person is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid Rights Shares or the fully-paid Rights Shares from within a Specified Territory; (iii) such person is not acting on a non-discretionary basis for a person resident in a Specified Territory at the time the instruction to accept or transfer was given; and (iv) such person is not acquiring the nil-paid Rights Shares and/or the fully-paid Rights Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any of the Rights Shares into a Specified Territory.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, a PAL if it: (a) appears to the Company to have been executed in, or despatched from, a Specified Territory and the acceptance may involve a breach of the laws of the Specified Territory or the acceptance is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if it or its agents believe the same may violate any applicable legal or regulatory requirement; (b) provides an address in a Specified Territory for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (c) purports to exclude the representation and/or warranty required by the paragraph immediately above.

**Action to be taken by Beneficial Owners whose Shares are held by a Registered Owner (other than Shares deposited in CCASS)**

***Subscription for Rights Shares provisionally allotted and transfers and "splitting" of nil-paid Rights Shares***

If you are a Beneficial Owner whose Shares are registered in the name of a Registered Owner and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or "split" your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should contact the Registered Owner and provide the Registered Owner with instructions or make arrangements with the Registered Owner in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

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## LETTER FROM THE BOARD

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Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” and otherwise in accordance with the requirements of the Registered Owner in order to allow the Registered Owner sufficient time to ensure that your instructions are given effect.

**All enquiries in connection with the above procedures should be addressed to the Registrar at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.**

***Important notice and representations and warranties relating to Beneficial Owners in the Specified Territories whose Shares are held by a Registered Owner (other than CCASS)***

As described above, Beneficial Owners resident in the Specified Territories are only permitted to take up their rights under the Rights Issue if they fulfil, to the satisfaction of the Company in its absolute discretion, the requirements specified in the section above headed “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue”.

Any Beneficial Owner accepting and/or transferring a PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person’s use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid Rights Shares or the fully-paid Rights Shares from within a Specified Territory; (ii) such person is not in a Specified Territory or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid Rights Shares and/or the fully-paid Rights Shares or to use the PAL in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person resident in a Specified Territory at the time the instruction to accept or transfer was given; and (iv) such person is not acquiring the nil-paid Rights Shares and/or the fully-paid Rights Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any of the Rights Shares into a Specified Territory.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, a PAL if it: (a) appears to the Company to have been executed in, or despatched from, a Specified Territory and the acceptance may involve a breach of the laws of the Specified Territory or the acceptance is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if it or its agents believe the same may violate any applicable legal or regulatory requirement; (b) provides an address in a Specified Territory for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (c) purports to exclude the representation and/or warranty required by the paragraph immediately above.

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## LETTER FROM THE BOARD

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### Action to be taken by Beneficial Owners holding interests in Shares through CCASS

#### ***Subscription for Rights Shares provisionally allotted and transfers and “splitting” of nil-paid Rights Shares***

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should (unless you are a person admitted to participate in CCASS as an Investor Participant) contact your Intermediary and provide your Intermediary with instructions or make arrangements with your Intermediary in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” and otherwise in accordance with the requirements of your Intermediary in order to allow your Intermediary sufficient time to ensure that your instructions are given effect. The procedure for acceptance, transfer and/or “splitting” by CCASS Participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited shall be in accordance with the “General Rules of CCASS”, the “CCASS Operational Procedures” and any other requirements of CCASS.

The procedures for acceptance, transfer and/or “splitting” of Rights Shares provisionally allotted to Beneficial Owners who have been admitted to participate in CCASS as Investor Participants shall be in accordance with the CCASS “Operating Guide for Investor Participants” and any other requirements of CCASS. Beneficial Owners who have been admitted to participate in CCASS as Investor Participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such Beneficial Owners’ interests in Rights Shares should be dealt with.

**All enquiries in connection with the above procedures should be addressed to your Intermediary.**

#### ***Important notice and representations and warranties relating to Beneficial Owners in the Specified Territories holding interests in Shares through CCASS***

As described above, Beneficial Owners resident in a Specified Territory are only permitted to take up their rights under the Rights Issue if they fulfil, to the satisfaction of the Company in its absolute discretion, the requirements specified in the section above headed “Limited category of persons in the Specified Territories who may be able to take up their rights under the Rights Issue”.

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## LETTER FROM THE BOARD

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Any Beneficial Owner holding interests in Shares through CCASS who makes a valid acceptance and/or transfer in accordance with the procedures set out above represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not in a Specified Territory or in any territory in which it is otherwise unlawful to make or accept an offer to acquire nil-paid Rights Shares and/or the fully-paid Rights Shares; (ii) such person is not accepting or requesting registration of the relevant nil-paid Rights Shares and/or the fully-paid Rights Shares from within a Specified Territory; (iii) such person is not acting on a non-discretionary basis for a person located within the Specified Territory at the time the instruction to accept was given; and (iv) such person is not acquiring nil-paid Rights Shares and/or the fully-paid Rights Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Rights Shares into a Specified Territory. For the avoidance of doubt, HKSCC Nominees Limited, who will subscribe for the Rights Shares on behalf of CCASS Participants, will not give or be subject to the above representations and warranties.

The Company may treat as invalid any instruction which appears to the Company to have been despatched from a Specified Territory and which may involve a breach of the laws of the Specified Territory or any instruction which otherwise appears to the Company may involve a breach of the laws of any jurisdiction; or if the Company or its agents believes the same may violate any applicable legal or regulatory requirement; or which purports to exclude the representation and/or warranty required by the paragraph immediately above.

### **SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE**

Subject to the fulfilment of the conditions of the Rights Issue and the Underwriting Agreement as set out in the section below headed "Conditions of the Rights Issue and the Underwriting Agreement", share certificates for all fully-paid Rights Shares are expected to be sent by ordinary post to those entitled thereto at their own risk on or before Tuesday, 23 February 2016.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be sent by ordinary post on or before Tuesday, 23 February 2016 to the applicants at their own risk.

### **STATUS OF THE RIGHTS SHARES**

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the existing Shares in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares in their fully-paid form.

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## LETTER FROM THE BOARD

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### FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and will not accept application for fractions of Rights Shares in their nil-paid or fully-paid forms. No odd lot matching services will be provided. All fractions of the Rights Shares will be aggregated (rounded down to the nearest whole number). All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) to the Underwriter or such other person as may be nominated by the Company, and will be sold in the market and the proceeds will be retained by the Company for its own benefit, if a premium (net of expenses) can be obtained. Any unsold Rights Shares arising from such aggregation will be made available for excess application by the Qualifying Shareholders.

### APPLICATION FOR EXCESS RIGHTS SHARES

The Qualifying Shareholders shall be entitled to apply for (i) any unsold Rights Shares which would have been allotted to the Non-Qualifying Shareholders had they been the Qualifying Shareholders, (ii) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by renounees or transferees of nil-paid Rights Shares, and (iii) any unsold Rights Shares created by aggregating fractions of the Rights Shares.

#### **Action to be taken by Shareholders who wish to apply for excess Rights Shares**

##### ***Excess Rights Shares application procedures***

Applications for excess Rights Shares should be made only by the Qualifying Shareholders and only by completing an EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:00 p.m. on Friday, 5 February 2016 or such later time as may be agreed between the Company and the Underwriter. All remittances must be made in Hong Kong dollars and must be made either by cheques drawn on or cashier's orders issued by a bank account in Hong Kong and made payable "**HANISON CONSTRUCTION HOLDINGS LTD – EXCESS APPLICATION ACCOUNT**" and crossed "**Account Payee Only**".

The Board will, upon consultation with the Underwriter, allocate the excess Rights Shares being applied for at its discretion and on a fair and equitable basis and on the following principles:

1. no preference will be given to applications for topping-up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their nil-paid Rights Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result;

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## LETTER FROM THE BOARD

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2. subject to the availability of excess Rights Shares, the excess Rights Shares will be allocated to the Qualifying Shareholders who have made excess applications by way of EAFs on a pro rata basis based on the excess Rights Shares applied for by them (with there being no right to apply for more than the total number of Rights Shares, save that this restriction shall not apply to nominee companies, including HKSCC Nominees Limited) but no reference will be made to Rights Shares comprised in applications by PAL or the existing number of Shares held by Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares in full application.

If no excess Rights Shares are allotted to a Qualifying Shareholder, the amount tendered on application is expected to be returned to that Qualifying Shareholder in full by cheque(s) sent by ordinary post and at his/her/its own risk on or before Tuesday, 23 February 2016. If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, the surplus application monies are also expected to be returned to him by cheque(s) sent by ordinary post and at his/her/its own risk on or before Tuesday, 23 February 2016.

If the Underwriter exercises its right to terminate the Underwriting Agreement before 4:00 p.m. on the Settlement Date, the monies received in respect of relevant applications for excess Rights Shares will be returned to the relevant persons without interest, by means of cheques sent by ordinary post at the risk of such persons on or around Tuesday, 23 February 2016.

All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and lodgment of an EAF together with a cheque or cashier's order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any EAF in respect of which the cheque or cashier's order is dishonoured on first presentation. The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including cheques or cashier's orders for amounts due, will be sent by ordinary mail at the risk of the persons entitled thereto to their registered addresses by the Registrar. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

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## LETTER FROM THE BOARD

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### ***Important notice and representations and warranties relating to Shareholders in the Specified Territories***

What is set out under the heading “Important notice and representations and warranties relating to Shareholders in the Specified Territories” on pages 27 and 28 above in the section dealing with “Procedures for Acceptance or Transfer” of the nil-paid Rights Shares and fully-paid Rights Shares also applies to applications for excess Rights Shares, with appropriate changes to reflect that the context is an application for excess Rights Shares.

### **Action to be taken by Beneficial Owners whose Shares are held by a Registered Owner (other than Shares deposited in CCASS) who wish to apply for excess Rights Shares**

#### ***Excess Rights Shares application procedures***

If you are a Beneficial Owner whose Shares are registered in the name of a Registered Owner and you wish to apply for excess Rights Shares, you should contact the Registered Owner and provide the Registered Owner with instructions or make arrangements with the Registered Owner in relation to such application. Such instructions and/or arrangements should be given or made in advance of the latest time for application and payment for excess Rights Shares stated in the section headed “Expected Timetable” and otherwise in accordance with the requirements of the Registered Owner, in order to allow the Registered Owner sufficient time to ensure that your instructions are given effect.

### ***Important notice and representations and warranties relating to Beneficial Owners in the Specified Territories whose Shares are held by a Registered Owner (other than CCASS)***

What is set out under the heading “Important notice and representations and warranties relating to Beneficial Owners in the Specified Territories whose Shares are held by a Registered Owner (other than CCASS)” on pages 29 and 30 above in the section dealing with “Procedures for Acceptance or Transfer” of the nil-paid Rights Shares and fully-paid Rights Shares also applies to applications for excess Rights Shares, with appropriate changes to reflect that the context is an application for excess Rights Shares.

### **Action to be taken by Beneficial Owners holding interest in Shares through CCASS who wish to apply for excess Rights Shares**

#### ***Excess Rights Shares application procedures***

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to apply for excess Rights Shares, you should (unless you are a person admitted to participate in CCASS as an Investor Participant) contact your Intermediary and provide your Intermediary with instructions or make arrangements with your Intermediary in relation to the application for excess Rights Shares. Such instructions and/or arrangements should be given or made in advance of the date stated in the section headed

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## LETTER FROM THE BOARD

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“Expected Timetable” as the latest time for application and payment for excess Rights Shares and otherwise in accordance with the requirements of your Intermediary, in order to allow your Intermediary sufficient time to ensure that your instructions are given effect. The procedure for application for excess Rights Shares shall be in accordance with the “General Rules of CCASS”, the “CCASS Operational Procedures” and any other requirements of CCASS.

The procedures for application for excess Rights Shares by Beneficial Owners who have been admitted to participate in CCASS as Investor Participants shall be in accordance with the CCASS “Operating Guide for Investor Participants” and any other requirements of CCASS. Beneficial Owners who have been admitted to participate in CCASS as Investor Participants should contact CCASS to provide CCASS with instructions or make arrangements with CCASS in relation to any applications for excess Rights Shares.

***Important notice and representations and warranties relating to Beneficial Owners in the Specified Territories holding interests in Shares through CCASS***

What is set out under the heading “Important notice and representations and warranties relating to Beneficial Owners in the Specified Territories holding interests in Shares through CCASS” on pages 30 and 31 above in the section dealing with “Procedures for Acceptance or Transfer” of the nil-paid Rights Shares and the fully-paid Rights Shares also applies to applications for excess Rights Shares, with appropriate changes to reflect that the context is an application for excess Rights Shares.

**Important notice for Investors**

Investors whose Shares are held by a nominee company (or which are held in CCASS) should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, investors whose Shares are registered in the name of a nominee (or which are held in CCASS) should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to them individually. Beneficial Owners with their Shares held by a nominee company (or which are held in CCASS) are advised to consider whether they would like to arrange for the relevant Shares to be registered in their own names prior to the Record Date.

Investors whose Shares are held by nominee(s) (or which are held in CCASS) and who would like to have their name registered on the register of members of the Company must lodge all necessary documents with the Registrar for completion of the relevant registration by 4:30 p.m. on Tuesday, 5 January 2016.

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## LETTER FROM THE BOARD

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### APPLICATION FOR LISTING AND DEALING ARRANGEMENTS

The Company has applied to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Rights Shares, in both their nil-paid and fully-paid forms. The nil-paid and fully-paid Rights Shares are expected to be traded in board lots of 2,000, which is the same as the board lot size of the Shares currently traded on the Stock Exchange. It is expected that dealings in the Rights Shares in their nil-paid form will take place from Tuesday, 26 January 2016 to Tuesday, 2 February 2016 (both days inclusive) and that dealings in the Rights Shares in their fully-paid form will commence on Wednesday, 24 February 2016. No part of the Shares in issue or for which listing or permission to deal is being sought are listed or dealt in on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms, on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of dealings in the Rights Shares on the Stock Exchange in both their nil-paid and fully-paid forms, or such other dates as 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 settlement day thereafter.

All activities under CCASS are subject to the “General Rules of CCASS” and “CCASS Operational Procedures” in effect from time to time. Shareholders and investors should seek advice from a licensed securities dealer or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

#### **Stamp duty and other applicable fees and charges**

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, if any, and other applicable fees and charges in Hong Kong. Shareholders and Beneficial Owners should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

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## LETTER FROM THE BOARD

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### UNDERWRITING ARRANGEMENT FOR THE RIGHTS ISSUE

#### Underwriting Agreement

##### *Terms of the Underwriting Agreement*

Date:	15 December 2015
Underwriter:	Mingly Corporation, an investment holding company, and an indirect subsidiary of CCM, a substantial shareholder of the Company. As at the Latest Practicable Date, the Underwriter owns nil Shares. Indirectly, it is interested in 46,285,201 Shares, representing approximately 6.70% of the issued share capital of the Company, of which 9,987,201 Shares are owned by Mingly Asia Capital Limited, its direct wholly owned subsidiary and an indirect non-wholly owned subsidiary of CCM, on trust for members of the Cha Family, and 36,298,000 Shares are owned by CCM Capital Corporation, a direct wholly owned subsidiary of the Underwriter. The Underwriter does not underwrite issues of securities in its ordinary and usual course of business
Number of Rights Shares:	345,231,025 (assuming no change in the Company's issued share capital prior to the Record Date)
Number of Underwritten Shares:	All of the Rights Shares, excluding the 127,819,580 Committed Shares to be subscribed by the Undertaking Shareholder or the Underwriter (as the case may be) pursuant to the Irrevocable Undertaking
Commission:	2% of the aggregate Subscription Price of the total Underwritten Shares (which figure excludes the Committed Shares), which amounts to approximately HK\$4.35 million (assuming no change in the Company's issued share capital prior to the Record Date)

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## LETTER FROM THE BOARD

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Subject to the fulfilment of the conditions (or any waiver, as the case may be, by the Underwriter) contained in the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the Latest Time for Termination in accordance with the terms thereof, the Underwriter has agreed to subscribe or procure the subscription for all Underwritten Shares that are not taken up by the Qualifying Shareholders.

The Board considers that the Underwriting Agreement (including the rate of commission) is on normal commercial terms and is fair and reasonable.

### CONDITIONS TO THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT

The Rights Issue is conditional upon (i) the Underwriting Agreement becoming unconditional and not being terminated; and (ii) permission to deal in and listing of all the Rights Shares (in their nil-paid and fully-paid forms) being granted by the Stock Exchange and not being withdrawn or revoked prior to the Latest Time for Termination.

The obligations of the Underwriter to subscribe and underwrite Rights Shares under the Underwriting Agreement are conditional on the fulfilment or waiver (as described below) of the following conditions:

- (a) the registration by and filing with the Registrar of Companies in Hong Kong of the Prospectus Documents;
- (b) the posting of copies of the Prospectus Documents to Qualifying Shareholders on or before the Posting Date;
- (c) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Rights Shares in their nil-paid form and fully-paid form and such listing and permission to deal not being withdrawn or revoked by no later than the first day of their dealings;
- (d) the Shares remaining listed on the Stock Exchange at all times prior to the Latest Time for Termination and the listing of the Shares not having been withdrawn or the trading for the Shares not having been suspended for a consecutive period of more than 5 trading days;
- (e) the SFC granting a waiver (if required) from any obligation on the part of the Underwriter or parties acting in concert with it to make a mandatory general offer pursuant to the Takeovers Code to acquire Shares not held by it or its concert parties, as a result of the Underwriter having to subscribe for the Underwritten Shares, and choosing to subscribe for the Committed Shares on the basis of a renunciation of the PAL(s) relating to the Committed Shares by CCM in favour of the Underwriter;
- (f) no material breach of the warranties specified in the Underwriting Agreement having been committed by the Company as of the Latest Time for Termination; and

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## LETTER FROM THE BOARD

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- (g) the Undertaking Shareholder completing its obligations under the Irrevocable Undertaking.

The Company shall use its reasonable endeavours to procure the fulfilment of conditions (a) to (d), inclusive, above. The Underwriter shall use its reasonable endeavours to procure the fulfilment of condition (e) above (if required). The Underwriter shall have the right to waive either or both of conditions (d) and (f) above, but otherwise none of the conditions may be waived by either party.

In the event that the conditions mentioned above have not been fulfilled or (as applicable) waived on or before the respective dates aforesaid or such later date or dates as may be agreed between the Company and the Underwriter, in any event on or before 16 March 2016 or such later date as may be agreed between the Company and the Underwriter, or if the Underwriting Agreement shall be rescinded or terminated, all obligations and liabilities of the parties pursuant to the Underwriting Agreement will forthwith cease and determine and neither party will have any claim against the other (save in respect of any antecedent breaches thereof).

**If the Underwriting Agreement does not become unconditional or is rescinded or terminated in accordance with its terms, the Rights Issue will not proceed.**

### **IRREVOCABLE UNDERTAKING**

As at the Latest Practicable Date, CCM owns 255,639,160 Shares (representing approximately 37.02% of the existing issued share capital of the Company). CCM has executed the Irrevocable Undertaking in favour of the Company and the Underwriter, pursuant to which CCM has irrevocably undertaken that:

- (i) it will continue to own the 255,639,160 Shares currently owned by it; and
- (ii) it will, subject to the matter described below, apply and pay, or procure the application and payment, for the provisional allotments of the Committed Shares.

It is presently envisaged that either CCM will subscribe for the Committed Shares pursuant to the PAL(s) or that CCM will renounce the PAL(s) relating to the Committed Shares in favour of the Underwriter such that the Underwriter will subscribe for the Committed Shares. The former approach would not, it is understood by the Company, have any impact under the Takeovers Code. The latter approach might, when combined with the underwriting commitment of the Underwriter, result in the Underwriter acquiring more than 30% of the issued share capital of the Company. The Underwriter is, itself, the subsidiary of CCM, and both entities are members of the Cha Family, being a concert party group that together holds, and will continue to hold in excess of 50% of the issued share capital of the Company. The Underwriter has applied for and obtained a waiver from the SFC from any obligation on the part of the Underwriter or parties acting in concert with it to make a mandatory general offer arising as a result of fulfilling its obligations under the Underwriting Agreement and subscribing for the Committed Shares.

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## LETTER FROM THE BOARD

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Save for the Irrevocable Undertaking, as at the Latest Practicable Date, the Board has not received any information or irrevocable undertakings from any other Shareholder of its intention to take up its assured entitlements under the Rights Issue.

### TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter reserves the right (but shall not be obliged to do so) to rescind or terminate the arrangements set out in the Underwriting Agreement by notice in writing given by it to the Company at any time prior to 4:00 p.m. on the fourth Business Day following the Latest Acceptance Date, if in the sole and absolute opinion of the Underwriter acting in good faith:

- (a) the success of the Rights Issue would be materially and adversely affected by:
  - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic, currency or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which materially adversely affects the business or the financial or trading position or prospects of the Group as a whole or materially adversely prejudices the success of the Rights Issue or otherwise makes it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue; or
  - (iii) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (b) any material adverse change in market conditions or combination of circumstances in Hong Kong or elsewhere (including without limitation suspension or material restriction or trading in securities) occurs which may adversely and materially affect the success of the Rights Issue.

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## LETTER FROM THE BOARD

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Upon the giving of notice by the Underwriter to rescind or terminate the Underwriting Agreement, all obligations of the Underwriter shall cease and determine and neither party shall have any claim against the other in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches thereof). If the Underwriter exercises such right, the Rights Issue will not proceed.

### WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS SHARES

The Shares have been dealt with on an ex-rights basis since Monday, 4 January 2016. The Rights Shares are expected to be dealt with in their nil-paid form from Tuesday, 26 January 2016 to Tuesday, 2 February 2016 (both dates inclusive).

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being rescinded or terminated in accordance with its terms. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any persons dealing in Shares or Rights Shares in their nil-paid form, or in any other securities of the Company, up to the date on which all the conditions to which the Rights Issue is subject have been fulfilled and the Underwriter's right to terminate the Underwriting Agreement has ceased, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form, or in any other securities of the Company, are advised to exercise caution and to consult their professional advisers.

### EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, the Company has 690,462,051 Shares in issue and 15,902,500 Share Options outstanding which entitle the holders thereof to subscribe for 15,902,500 Shares, all of which have no vesting period. The latest date for those Share Options to be exercised in order to enable the holders of the Share Options to have become Shareholders on or before the Record Date, and to thereby qualify for the Rights Issue as Qualifying Shareholders, has already passed. Accordingly, the holders of the Share Options will not receive any nil paid or fully-paid Rights Shares under the Rights Issue in respect of their Share Options.

## LETTER FROM THE BOARD

The changes in the shareholding structure of the Company arising from the Rights Issue (assuming there is no change in the shareholding structure of the Company from the Latest Practicable Date to completion of the Rights Issue and that there are no Non-Qualifying Shareholders) are as follows:

Name of the Shareholder	Shareholdings as at the Latest Practicable Date (Note 1)		Shareholdings immediately after completion of the Rights Issue (Note 1)					
	No. of Shares	Approximate % of the total issued Shares	Assuming 0% taken up by the Qualifying Shareholders (other than the Undertaking Shareholder)		Assuming 0% taken up by the Qualifying Shareholders (including the Undertaking Shareholder)		Assuming 100% taken up by all Qualifying Shareholders	
			No. of Shares	Approximate % of the total issued Shares	No. of Shares	Approximate % of the total issued Shares	No. of Shares	Approximate % of the total issued Shares
CCM (Notes 2 and 3)	255,639,160	37.0244	383,458,740	37.0244	255,639,160	24.6830	383,458,740	37.0244
The Underwriter (Note 3)	0	0.0000	217,411,445	20.9919	345,231,025	33.3333	0	0.0000
Members of the Cha Family (other than CCM and the Underwriter) (Note 3)	122,604,768	17.7569	122,604,768	11.8379	122,604,768	11.8379	183,907,152	17.7569
Sub-total: Cha Family	378,243,928	54.7813	723,474,953	69.8542	723,474,953	69.8542	567,365,892	54.7813
Independent public shareholders	312,218,123	45.2187	312,218,123	30.1458	312,218,123	30.1458	468,327,184	45.2187
<b>Total:</b>	<b>690,462,051</b>	<b>100.00</b>	<b>1,035,693,076</b>	<b>100.00</b>	<b>1,035,693,076</b>	<b>100.00</b>	<b>1,035,693,076</b>	<b>100.00</b>

*Notes:*

- Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals in this table may not be arithmetic aggregations of the figures preceding them.
- CCM is the trustee of certain but, not identical, discretionary trusts of which members of the Cha Family (comprising, amongst others, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being directors of the Company) are among the discretionary objects.
- Were CCM to renounce entitlement to subscribe the Committed Shares (127,819,580 Rights Shares) to the Underwriter, and were the Underwriter to subscribe both the Committed Shares and 100% of the Underwritten Shares (217,411,445 Rights Shares, in the table above), then the Underwriter would directly hold 345,231,025 Shares, representing approximately 33.3333% of the total issued Shares as enlarged by the allotment and issue of the Rights Shares. The remaining members of the Cha Family (including for these purposes CCM, but excluding the Underwriter) would hold 378,243,928 Shares, representing approximately 36.5209% of the total issued Shares as enlarged by the allotment and issue of the Rights Shares. In these circumstances, notwithstanding that the Underwriter might become the single largest shareholder, no change of control would ensue, as the Underwriter is, itself, a subsidiary of CCM, with the wider Cha Family concert parties continuing, at all times, to own in excess of 50% of the Company.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue. Further announcement(s) will be made by the Company in accordance with the Listing Rules following the completion of the Rights Issue.

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## LETTER FROM THE BOARD

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### REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

#### Reasons for the Rights Issue

The Directors believe that it is in the best interest of the Company and the Shareholders as a whole to enlarge the capital base of the Company through the Rights Issue in order to support the continuing development of the Group's existing business activities and to reduce the indebtedness of the property development and property investment divisions of the Group. Having considered other fund raising methods, such as a placing of Shares or obtaining funds through bank loans, and taking into account the benefits and costs of each of the alternative methods, the Board considers that the Rights Issue is the preferred method because:

- the Company will, through the Rights Issue, be able to strengthen its capital base for supporting the continued development of the Group's existing business activities and significantly reduce the indebtedness of the property development and property investment divisions of the Group;
- it is prudent to finance the Group's future growth by way of equity financing without incurring substantial financial costs arising from bank loans;
- the Rights Issue will provide existing Shareholders the opportunity to participate in the equity financing exercise on a fair and pro rata basis and lessen the dilution impact brought about by a placing; and
- the Subscription Price is set at a reasonable discount to the recent closing prices and theoretical ex-rights price of the Shares with an objective of encouraging existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company in the future.

The Rights Issue enables the Company to carry out a fund raising exercise while the Qualifying Shareholders are given the opportunity to maintain their respective pro rata shareholding interests in the Company by participating in the Rights Issue. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.** The maximum potential dilution impact to the Qualifying Shareholders other than the Cha Family if all of them (other than the Undertaking Shareholder) elect not to take up their respective entitlement under the Rights Issue in full will be 15.1%.

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## LETTER FROM THE BOARD

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### Use of Proceeds

The estimated net proceeds of the Rights Issue will be approximately HK\$338.73 million. The Company intends to apply the net proceeds of the Rights Issue predominantly in reducing the gearing of the Group's property development and property investment divisions, with any balance being deployed as general working capital and for future possible investments when suitable opportunities arise. Were the entire proceeds to be used to reduce bank borrowings, gearing level of the Group's property development and property investment divisions would, based on levels of indebtedness as at 31 March 2015, be reduced from 119.09% to 37.67%.

The expenses of the Rights Issue (including the underwriting commission, printing, registration, translation, legal, accounting and documentation charges) are estimated to be approximately HK\$6.50 million and will be payable by the Company. The net subscription price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares is expected to be approximately HK\$0.98 per Rights Share.

The Company currently intends to use the net proceeds of the Rights Issue as follows:

- (i) in respect of approximately HK\$270.00 million, for repayment of certain revolving bank loans of the property development and property investment divisions of the Group. The particulars of the bank loans to be repaid, the allocation of the net proceeds of the Rights Issue to be utilised for repayment of such bank loans, and the estimated amount of interest saved by the Group by repaying such loans, are set out below:

Nature of debt	Outstanding principal amount (HK\$)	Effective interest rate (month) (%)	Roll over period	To be repaid in	Estimated amount of interest saved by the Group (per annum) (HK\$)
Revolving loan due to bank A	120,000,000	2.12	1 month	February 2016	2,544,000
Revolving loans due to bank B	10,000,000	0.97	1 month	February 2016	97,000
	50,000,000	0.97	1 month	February 2016	485,000
	10,000,000	0.97	1 month	February 2016	97,000
Revolving loan due to bank C	70,000,000	2.67	1 month	March 2016	1,869,000
Revolving loan due to bank D	10,000,000	2.02	1 month	March 2016	202,000
<b>Total:</b>	<b><u>270,000,000</u></b>				<b><u>5,294,000</u></b>

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## LETTER FROM THE BOARD

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- (ii) in respect of approximately HK\$68.73 million, as general working capital of the Group and for future possible investments particularly in the property development and property investment segments when suitable opportunities arise, such as investment in properties which generate rental income for the Group, or the acquisition of land or existing properties for redevelopment, although no viable investment targets have been identified as at the Latest Practicable Date.

### FUTURE PLANS

As disclosed in the Announcement, in strengthening the Company's capital base and reducing the Company's indebtedness, the Directors believe that the Rights Issue places the Group on a strong footing to pursue various value enhancing opportunities for the benefit of all Shareholders. Although at a preliminary stage of analysis, the Directors aim to develop each of the Group's core businesses, being its construction, interior and renovation and building materials divisions on the one hand and its property development and property investment divisions on the other hand, into businesses capable, in the medium term, and in either case, of being spun-off and separately listed on the Main Board of the Stock Exchange. No decision has been made as to which businesses may be spun-off. The Directors would emphasise that any such potential spin-off opportunity is subject to many caveats and as yet unknown or unexplored factors, including continuing business performance, future capital markets conditions and the approval of Shareholders and the Stock Exchange. It is further emphasised that no specific time frame has been set for such a project, nor has any application or submission been made to the Stock Exchange in respect of it. The Directors' feasibility analysis as to any spin-off remains preliminary in nature, but the prospect is being explored and it will continue to be reviewed from time to time, but is, as yet, not subject to any firm decision taken by the Board. **Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that a spin-off will, in the future, take place, or if it does, the timing or composition thereof. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

Further announcements concerning this matter will, as and when appropriate and necessary, be made in accordance with the Listing Rules and Part XIVA of the SFO.

### EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not engaged in or initiated any equity fund raising exercises or any rights issue exercise during the past 12 months immediately before the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### ADJUSTMENTS UNDER THE SHARE OPTION SCHEME

The Rights Issue is expected to result in adjustments to the exercise price and the number of Shares to be issued upon exercise of the Share Options under the Share Option Scheme. The Company will notify the holders of such Share Options and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made pursuant to the terms of the Share Option Scheme and such adjustments will be certified by an independent financial adviser or the auditor of the Company (as the case may be).

### LISTING RULES IMPLICATIONS

As the Rights Issue will not increase the number of issued shares or the market capitalisation of the Company by more than 50%, it is fully underwritten, and it will be carried out in compliance with Rule 7.21 of the Listing Rules, the Rights Issue is not subject to the approval of the Shareholders under the Listing Rules.

The Underwriter is an indirect subsidiary of CCM, a substantial shareholder of the Company, and is therefore an associate of CCM and a connected person of the Company. Pursuant to the Underwriting Agreement, the Company will pay an underwriting commission at a rate of 2.00% to the Underwriter in respect of all the Underwritten Shares. The underwriting commission will be approximately HK\$4.35 million. As the relevant Percentage Ratios regarding the amount of the underwriting commission payable by the Company are less than 5%, the payment of the underwriting commission constitutes a connected transaction exempt from circular (including independent financial advice) and shareholders' approval requirements by virtue of Rule 14A.76(2) of the Listing Rules.

### GENERAL

The Company is an investment holding company incorporated in the Cayman Islands, the securities of which are listed on the Stock Exchange. The Company and its subsidiaries are principally engaged in construction, interior and renovation works, supply and installation of building materials, property investment, property development, provision of property agency and management services and sale of health products.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

Yours faithfully,  
For and on behalf of the Board of  
**Hanison Construction Holdings Limited**  
**Cha Mou Sing, Payson**  
*Chairman*

**1. SUMMARY OF FINANCIAL RESULTS AND CONDITIONS OF THE GROUP**

Financial information of the Group for each of the three years ended 31 March 2013, 2014 and 2015 are disclosed in the following documents which have been published on the websites of the Stock Exchange at “<http://www.hkexnews.hk>” and the Company at “<http://www.hanison.com.hk>”:

- annual report of the Company for the year ended 31 March 2013 published on 29 July 2013 (pages 102 to 230) (websites: <http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0729/LTN20130729388.pdf>, [http://www.hanison.com.hk/pdf/reports/2013729192926\\_1.pdf](http://www.hanison.com.hk/pdf/reports/2013729192926_1.pdf));
- annual report of the Company for the year ended 31 March 2014 published on 28 July 2014 (pages 104 to 241) (websites: <http://www.hkexnews.hk/listedco/listconews/SEHK/2014/0728/LTN20140728285.pdf>, [http://www.hanison.com.hk/pdf/reports/201472815458\\_1.pdf](http://www.hanison.com.hk/pdf/reports/201472815458_1.pdf)); and
- annual report of the Company for the year ended 31 March 2015 published on 27 July 2015 (pages 108 to 241) (websites: <http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0727/LTN20150727073.pdf>, [http://www.hanison.com.hk/pdf/reports/ew\\_00896AR-23062015.pdf](http://www.hanison.com.hk/pdf/reports/ew_00896AR-23062015.pdf)).

**2. STATEMENT OF INDEBTEDNESS**

At the close of business on 30 November 2015, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Prospectus, the Group had (i) bank loans in aggregate amount of approximately HK\$1,109,650,000 in which (a) bank loans of HK\$719,650,000 were secured by certain leasehold land and buildings and investment properties of the Group and guaranteed by the Company’s subsidiaries; and (b) bank loans of HK\$390,000,000 were unsecured and guaranteed by the Company’s subsidiaries; and (ii) other long-term payable of approximately HK\$14,253,000 which was unsecured and unguaranteed. In addition, the Group had pledged bank deposits of HK\$82,605,000 to secure the bank loan borrowed by a joint venture as at 30 November 2015.

As at 30 November 2015, the Group has provided a corporate guarantee to a bank to secure banking facilities granted to a joint venture of approximately HK\$32,298,000, which also represents the Group’s proportionate share of the banking facilities utilised by the joint venture as at 30 November 2015.

As at 30 November 2015, the Group is the defendant of the following legal cases, in which, the Directors are of the opinion that the estimated contingent liabilities arising from the litigations cannot be reasonably ascertained:

During the year ended 31 March 2004, legal actions in respect of allegations of copyright infringement and defamation were taken against certain subsidiaries of the Company carrying on its health products business. No further steps have been taken against the Group in respect of such actions after the court hearing for directions to appoint experts and exchange witness statements took place in 2004. As at 30 November 2015, the litigation is still ongoing and there is no further update to the case.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Group did not have outstanding at the close of business on 30 November 2015 any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other contingent liabilities.

### **3. WORKING CAPITAL**

The Directors are of the opinion that, after taking into consideration the financial resources available to the Group, including internally generated funds, existing banking facilities and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements for at least the next twelve months from the date of this Prospectus.

### **4. GENERAL BUSINESS TRENDS AND FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group has been pursuing business opportunities to diversify from pure construction and interior and renovation works into supply and installation of building materials, property investment, property development, provision of property agency and management services and sales of health products over the years.

In the construction segment, while the current construction and construction-related markets have presented ample opportunities for the Group, the problems of skilled labour shortage and resulting high labour costs, coupled with the aging and shrinking working population, remain unresolved. Facing such difficult circumstances, the Group's primary objective is to maintain a stable workforce and to retain loyal staff members. The Group has also implemented cost control practices to stay competitive and measures have been taken to maintain the Group's profit margin.

In the property segment, the housing market has cooled recently, with owners offering discounts amid concerns over possible interest rate rises and stock market volatility. In view of the market conditions, the Group is planning on a progressive launch of development projects, designed to ensure steady performance in the coming few years.

In this financial year, the Group has completed the acquisition of two ‘whole block’ properties, One Eleven, a serviced apartment building in Sai Ying Pun, and PeakCastle, a commercial building in Cheung Sha Wan, with high potential for increases in the rental income and property values in future. The Group aims continuously to improve the building management service and to upgrade the quality of its investment properties.

In the health products segment, retail businesses in Hong Kong continue to stay fairly weak following a notably-slow start since last year with the decline in tourist spending, especially on luxury items. Despite the slowdown in retail sales overall, the retail market continues to face high retail shop rentals and rising costs. The Health Products Division will operate against these headwinds while aiming to provide customers with high quality products and excellent customer service.

The Company will, from time to time, assess the performance and prospects of each of its existing business and may consider adjusting its business portfolio including but not limited to further investment and/or realisations, when opportunity arises to strive for the best interest of the Group and the Shareholders.

The Group will continue to stay prudent, operating its businesses with a view to sustaining growth.

**A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET  
TANGIBLE ASSETS OF THE GROUP**

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group (the “Unaudited Pro Forma Financial Information”) has been prepared by the Directors in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the proposed rights issue of the Company of 345,231,025 Rights Shares at subscription price of HK\$1.00 each on the consolidated net tangible assets of the Group as if the Rights Issue had taken place on 30 September 2015.

The Unaudited Pro Forma Financial Information is prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group immediately had the Rights Issue been completed as at 30 September 2015 or at any future date after completion of the Rights Issue.

The Unaudited Pro Forma Financial Information is prepared based on the consolidated net tangible assets of the Group derived from the condensed consolidated statement of financial position of the Group as at 30 September 2015 as extracted and derived from the Group’s condensed consolidated financial statements for the six months ended 30 September 2015 included in the published interim financial report of the Group, after incorporating the adjustment described in the accompanying notes.

<b>Unaudited consolidated net tangible assets of the Group as at 30 September 2015</b>	<b>Estimated net proceeds from the Rights Issue</b>	<b>Unaudited pro forma adjusted consolidated net tangible assets of the Group as adjusted for the Rights Issue</b>
<i>(Note 1)</i>	<i>(Note 2)</i>	
<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
<u>1,892,186</u>	<u>338,733</u>	<u>2,230,919</u>
Unaudited consolidated net tangible assets of the Group per Share as at 30 September 2015 before the completion of the Rights Issue <i>(Note 3)</i>		<u>2.79</u>
Unaudited pro forma adjusted consolidated net tangible assets of the Group per Share as adjusted for the Rights Issue <i>(Note 4)</i>		<u>2.18</u>

*Notes:*

1. The amount of unaudited consolidated net tangible assets of the Group as at 30 September 2015 is determined based on the net tangible assets of the Group amounting to HK\$1,892,186,000 as extracted and derived from the published interim financial report of the Group for the six months ended 30 September 2015.
2. The estimated net proceeds from the Rights Issue of approximately HK\$338,733,000 are based on 345,231,025 Rights Shares to be issued at the subscription price of HK\$1.00 per Rights Share and after deduction of estimated related expenses, including among others, estimated underwriting commission and other professional fees which are directly attributable to the Rights Issue, of approximately HK\$6,498,000.
3. The unaudited consolidated net tangible assets of the Group per Share as at 30 September 2015 before the completion of the Rights Issue is determined based on the unaudited consolidated net tangible assets of the Group as at 30 September 2015 of HK\$1,892,186,000 as disclosed in note (1) above divided by 677,682,051 Shares in issue as at 30 September 2015.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group per Share as adjusted for Rights Issue is determined based on the unaudited pro forma adjusted consolidated net tangible assets of the Group as adjusted for the Rights Issue of approximately HK\$2,230,919,000, which is derived from the unaudited pro forma adjusted consolidated net tangible assets of the Group of HK\$1,892,186,000 as disclosed in note (1) above as adjusted for the Rights Issue of approximately HK\$338,733,000 as disclosed in note (2), divided by 1,022,913,076 Shares which represents the sum of 677,682,051 Shares in issue as at 30 September 2015 and 345,231,025 Rights Shares to be issued. The calculation does not take into account the net proceeds of approximately HK\$13,802,000 from the issue of 12,780,000 Shares upon the exercise of share options under Share Option Scheme during the period from 1 October 2015 to the Record Date.
5. No adjustment has been made to reflect any trading results or other transactions of the Group subsequent to 30 September 2015.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of our Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.

**To the Directors of Hanison Construction Holdings Limited**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Hanison Construction Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 30 September 2015 and related notes as set out in section A of Appendix II to the prospectus issued by the Company dated 22 January 2016 (the "Prospectus") in connection with the proposed rights issue of the Company of 345,231,025 Rights Shares at subscription price of HK\$1.00 each on the basis of one Rights Share for every two existing Shares held on the Record Date. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in section A of Appendix II to the Prospectus. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as defined in the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed rights issue of the Company of 345,231,025 Rights Shares at subscription price of HK\$1.00 per rights share on the Group's financial position as at 30 September 2015 as if the Rights Issue had taken place at 30 September 2015. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's condensed consolidated financial statements for the six months ended 30 September 2015, on which a review report has been published.

**Directors' Responsibilities for the Pro Forma Financial Information**

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 September 2015 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustment is appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
22 January 2016

## 1. RESPONSIBILITY STATEMENT

This Prospectus, 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 Prospectus 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 Prospectus misleading.

## 2. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

### (a) Business address

The business address of the executive Directors and the senior management of the Company is the same as the address of the Company's principal place of business at Unit 1, 4/F, Block B, Shatin Industrial Centre, 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong.

### (b) Brief biographical details

#### *Directors*

**Mr. Cha Mou Sing, Payson**, aged 73, is the Chairman and non-executive Director of the Company. He joined the Group in 1989 and has extensive experience in property development. He is the chairman and executive director of HKR International Limited ("HKRI"). Mr. Cha is an independent non-executive director of New World Development Company Limited ("NWDCL"), Eagle Asset Management (CP) Limited (the Manager of Champion Real Estate Investment Trust ("CREIT")) and Hongkong International Theme Parks Limited (owner and operator of Hong Kong Disneyland Resort), and a director of a number of public and private companies in Hong Kong and overseas. HKRI, NWDCL and CREIT are listed on the Stock Exchange. Mr. Cha holds an honorary doctorate degree of Social Science from City University of Hong Kong. He is a Justice of the Peace. He is a member of One Country Two Systems Research Institute, a governing board member of China-United States Exchange Foundation, a board member of the Real Estate Developers Association of Hong Kong, the chairman of Qiu Shi Science & Technologies Foundation, a trustee of Sang Ma Trust Fund and an honorary trustee of Oregon State University Foundation. He is a brother of Mr. Cha Mou Daid, Johnson who is a non-executive Director of the Company. Mr. Cha is also a director of CCM Trust (Cayman) Limited, 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.

**Mr. Wong Sue Toa, Stewart**, aged 69, joined the Group in 1989 and is the Managing Director and executive 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. He is a member of the Hong Kong Institute of Construction Managers (MHKICM).

**Mr. Cha Mou Daid, Johnson**, aged 64, was appointed as a non-executive Director of the Company 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. Cha is also an independent non-executive director of Shanghai Commercial Bank Limited and a non-executive director of China International Capital Corporation Limited (shares of which were listed on the Stock Exchange in November 2015). Mr. 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.

**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 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.

**Dr. Lau Tze Yiu, Peter**, aged 56, 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 Certified Management Accountants Society of British Columbia and Yukon (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.

**Dr. Sun Tai Lun**, aged 65, was appointed as an independent non-executive Director of the Company in November 2001. Dr. Sun is the chairman of China-Hongkong Photo Products Holdings Limited, whose shares are listed on the Stock Exchange. He was an independent non-executive director of Dah Sing Financial Holdings Limited, whose shares are listed on the Stock Exchange, until 1 June 2013. Dr. Sun has extensive experience in the photographic products industry. He holds a bachelor degree in pharmacy from the University of Oklahoma, the United States, and a doctorate degree of philosophy in business administration from Southern California University for Professional Studies, the United States. He is the Vice Patron of the Community Chest of Hong Kong since 1999, the Court member of City University of Hong Kong, the Honorary Fellow of City University of Hong Kong and Chapter Honoree of City University of Hong Kong Chapter of Beta Gamma Sigma. Dr. Sun also serves as the chairman of the Advisory Committee on Travel Agents. Dr. Sun was awarded the Bronze Bauhinia Star in 1999 and appointed as The Justice of the Peace in 2002.

**Mr. Tai Sai Ho**, aged 64, 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).

#### ***Senior management***

**Mr. Au Yiu Man**, aged 55, joined the Group in 1990. He is a director of the Interior and Renovation Division of the Group and has extensive experience in the building industry in Hong Kong. He holds a higher diploma in civil engineering (municipal) and endorsement certificate in design of reinforced concrete and steel structures from The Hong Kong Polytechnic University.

**Mr. Chan Yiu Kei, Charles**, aged 50, joined the Group in 2010. He is a director of the Construction Division of the Group. He has over 21 years of experience in human resources management, employee training and development, organisation development and consultation in Hong Kong. He holds a master degree in social science from The Chinese University of Hong Kong, a Master of Science in Human Resource Management and Training from University of Leicester in United Kingdom and a postgraduate diploma in Management Consulting and Change from The University of Hong Kong. He is a graduate of Corporate Coaching Program (CCP) of Corporate Coach U Canada, a Certified Administrator of The Myers-Briggs Type Indicator (MBTI), a Certified Behavioral Consultant (DISC) of the Institute for Motivational Living, a Certified Management Consultant (CMC) of Institute of Management Consultants, and a professional member (MIHRM) of Hong Kong Institute of Human Resource Management.

**Mr. Cheung Hok Chuen**, aged 45, joined the Group in 1999. He was appointed as a director of the Building Materials Division of the Group on 1 October 2010 and is currently a director of the Construction Division of the Group. Mr. Cheung has comprehensive experience in the building industry in Hong Kong. He holds a BSc in surveying from The University of Hong Kong.

**Mr. Chow Ka Fung, Matthew**, aged 46, joined the Group in 1998. He is a director of certain divisions of the Group and oversees the Property Development Division, Property Investment Division as well as Property Agency and Management Division. Mr. Chow specialises in property development, investment, marketing, management and project management in Hong Kong and the PRC. He holds a bachelor degree in land management from The Hong Kong Polytechnic University. Mr. Chow is a Registered Professional Surveyor (General Practice) under the Surveyor Registration Board (RPS). He is also a member of the Royal Institution of Chartered Surveyors (MRICS), a member of the Chartered Institute of Arbitrators (MCIArb) and a member of Hong Kong Institute of Surveyors (MHKIS).

**Mr. Chow Kit**, aged 40, joined the Group in 1999. He is a director of the Building Materials Division of the Group. He has over 16 years of experience in the design, supply and installation of building materials. He holds a bachelor of art in economics and mathematics from York University.

**Mr. Chuk Kin Lun**, aged 65, joined the Group in 1989. He is a director of the Construction Division, Building Materials Division and Interior and Renovation Division of the Group. Mr. Chuk has extensive experience in planning, estimating, tendering and quantity surveying in the public and private sectors of the building and civil engineering industries in Hong Kong. He holds a bachelor degree in civil engineering and is a member of the Hong Kong Institute of Construction Managers (MHKICM).

**Ms. Chung Lai Ling MaryAnne**, aged 53, joined the Group in 2006. She is a director of the Health Products Division of the Group and has broad experience in various capacities in Hong Kong. She holds a BA in mathematics for commerce from York University.

**Mr. Ho Chi Tong**, aged 50, joined the Group in 1998. He is a director of the Construction Division, Building Materials Division and Interior and Renovation Division of the Group. He has extensive experience in quantity surveying consultancy and construction contracting. He holds a professional diploma in quantity surveying from The Hong Kong Polytechnic University. He is a Registered Professional Surveyor (QS) under Surveyor Registration Board (RPS) and a member of The Royal Institution of Chartered Surveyors (MRICS) and Hong Kong Institute of Surveyors (MHKIS).

**Mr. Lee Cheuk Hung**, aged 49, joined the Group in 2007. He is a director of the Building Materials Division of the Group and is the general manager of Million Hope Industries Limited. He has comprehensive experience in the building industry in Hong Kong. Mr. Lee holds a higher diploma in mechanical engineering.

**Mr. Lo Kai Cheong, Casey**, aged 65, joined the Group in 1996 and is the Company Secretary and the Financial Controller of the Group. He is also a director of the Building Materials Division, Interior and Renovation Division and Property Agency and Management Division of the Group. He has extensive finance and accounting experience in various industries. He holds a bachelor of business degree in accounting and a master degree in business administration from Edith Cowan University in Australia. Mr. Lo is a member of CPA Australia (CPA (Aust.)) and a fellowship member of Hong Kong Institute of Certified Public Accountants (FCPA) and Association of International Accountants (FAIA).

**Mr. Lun Tim Ho**, aged 57, joined the Group in 1990 and is a director of the Construction Division and Interior and Renovation Division of the Group. Mr. Lun has extensive experience in the construction field in Hong Kong and the PRC. He holds an associateship and a higher diploma in the building technology and management from The Hong Kong Polytechnic University. He is a member of The Chartered Institute of Building (MCIOB), Hong Kong Institute of Construction Managers (MHKICM), Royal Institution of Chartered Surveyors (MRICS), The Hong Kong Institute of Surveyors (MHKIS), and The Hong Kong Institution of Engineers – Building (MHKIE).

**Mr. Yuen Cheuk Kong**, aged 55, joined the Group in 1989. He is a director of the Construction Division, Building Materials Division and Interior and Renovation Division of the Group. He has 33 years of experience in the public and private sectors of the building and civil engineering industries in Hong Kong. He holds a diploma in management studies, a post-experience certificate in building studies and a higher certificate in structural engineering from The Hong Kong Polytechnic University and a bachelor degree in construction management and economics. He is also a member of the Hong Kong Institute of Construction Managers (MHKICM).

### 3. SHARE CAPITAL

Each Rights Share will have a nominal value of HK\$0.10.

The authorised and issued share capital of the Company as at the Latest Practicable Date were, and following completion of the Rights Issue, are expected to be as follows:

*Authorised share capital:*

1,200,000,000 Shares

*Issued and fully paid or credited as fully paid:*

690,462,051 Shares as at the Latest Practicable Date

*Rights Shares to be issued:*

345,231,025 Shares

*Issued share capital upon completion of the Rights Issue:*

1,035,693,076 Shares

After the Rights Shares have been fully paid, all of the Shares in issue then and to be issued will rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting rights and return of capital. The Shares in issue and the Rights Shares to be issued are or will (as the case may be) be listed on the Stock Exchange.

## 4. DISCLOSURE OF INTERESTS

## (A) Directors' Interests

As at the Latest Practicable Date, the interests and short positions, if any, of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

## (i) Long position in the Shares

Name	Capacity	Number of ordinary Shares			Total number of ordinary Shares	% of issued share capital
		Personal interests	Corporate interests	Other interests		
Cha Mou Sing, Payson	(1) Beneficial owner	1,676,990	8,571,228 (Note a)	676,675,239 (Note b)	686,923,457	66.32% (Note d)
	(2) Interest of controlled corporation					
	(3) Beneficiary of discretionary trusts					
Cha Mou Daid, Johnson	Beneficiary of discretionary trusts	-	-	681,688,000 (Note b)	681,688,000	65.81% (Note d)
Wong Sue Toa, Stewart	(1) Beneficial owner	12,324,105	4,270,975 (Note c)	-	16,595,080	2.40%
	(2) Interest of controlled corporation					
Tai Sai Ho	Beneficial owner	3,920,022	-	-	3,920,022	0.56%
Sun Tai Lun	Beneficial owner	670,000	-	-	670,000	0.09%

## Notes:

- (a) The shares are held by Accomplished Investments Limited, in which the relevant director is deemed to be interested by virtue of Part XV of the SFO.
- (b) These shares are held under certain but not identical discretionary trusts, of which Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson are among the members of the class of discretionary beneficiaries. These interests include the Committed Shares (127,819,580 Rights Shares) and the Underwritten Shares (217,411,445 Rights Shares) which Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson are deemed to be interested.
- (c) Mr. Wong Sue Toa, Stewart's corporate interests in the Company arise from the fact that he owns 50% of the share capital of Executive Plaza Limited, which holds 4,270,975 shares of the Company.
- (d) The percentage is calculated based on the total issued Shares as enlarged by the allotment and issue of the Rights Shares.

**(ii) Share Options**

Certain Directors have been granted Share Options, details of which are set out in the paragraph (C) headed “Interests in Share Options” below.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company or their respective associates held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein: or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

**(B) Substantial Shareholders’ Interests**

So far as is known to each Director or the chief executive of the Company, as at the Latest Practicable Date, the following persons or entities, other than a Director or the chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

***Long position in the Shares***

Name	Capacity	Number of ordinary Shares	% of issued share capital
CCM Trust (Cayman) Limited (“CCM Trust”) (Note a)	(1) Trustee	647,155,386	62.48% (Note c)
	(2) Interest of controlled corporation		
Mingly Corporation (the “Underwriter”) (Note b)	(1) Beneficial owner	391,516,226	37.80% (Note c)
	(2) Interest of controlled corporation		
CCM Capital Corporation (Note d)	Beneficial owner	36,298,000	5.25%
LBJ Regents Limited (Note e)	(1) Trustee	46,995,853	6.80%
	(2) Interest of controlled corporation		

- Notes: (a) These interests comprise (i) 383,458,740 shares, including the Committed Shares (127,819,580 Rights Shares) to be provisionally allotted to and accepted by CCM Trust under the Irrevocable Undertaking, directly held by CCM Trust and (ii) 263,696,646 shares, including the Underwritten Shares (217,411,445 Rights Shares) to be conditionally subscribed and underwritten by the Underwriter under the Underwriting Agreement, indirectly held through Mingly Corporation and its certain subsidiaries. CCM Trust 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 of the Company) are among the discretionary objects. Mr. Cha Mou Sing, Payson is also a director of CCM Trust.
- (b) These interests comprise (i) the Underwritten Shares (217,411,445 Rights Shares) to be conditionally subscribed and underwritten by the Underwriter under the Underwriting Agreement and the entitlement of the Committed Shares (127,819,580 Rights Shares) were CCM Trust renounced to subscribe to the Underwriter; and (ii) 46,285,201 shares held through Mingly Asia Capital Limited and CCM Capital Corporation, the direct wholly owned subsidiaries of the Underwriter.
- (c) The percentage is calculated based on the total issued Shares as enlarged by the allotment and issue of the Rights Shares.
- (d) CCM Capital Corporation is a direct wholly owned subsidiary of Mingly Corporation.
- (e) LBJ Regents Limited is holding these Shares as the trustee of certain 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 of the Company) are among the discretionary objects. Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson are also directors of LBJ Regents Limited.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company was aware of any other person, other than a Director or the chief executive of the Company, who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

### **(C) Interests in Share Options**

As at the Latest Practicable Date, the Company had 15,902,500 Share Options outstanding under the Share Option Scheme.

The details of the Share Options held by certain directors and employees of the Group as at the Latest Practicable Date:

Category or name of participants	Shares Options outstanding as at the Latest Practicable Date (Note 1)	Date of grant	Exercise price per share (Note 1)	Exercise period (Note 2)
<b>Directors of the Company</b>				
Cha Mou Sing, Payson	6,700,000	26.11.2014	HK\$1.08	26.11.2014 to 25.11.2019
Cha Mou Daid, Johnson	3,350,000	26.11.2014	HK\$1.08	26.11.2014 to 25.11.2019
Chan Pak Joe	670,000	26.11.2014	HK\$1.08	26.11.2014 to 25.11.2019
Lau Tze Yiu, Peter	<u>515,000</u>	26.11.2014	HK\$1.08	26.11.2014 to 25.11.2019
	----- 11,235,000			
<b>Employees of the Group</b>	3,997,500	26.11.2014	HK\$1.08	26.11.2014 to 25.11.2019
<b>Other participants</b>				
Lam Chat Yu (Note 3)	<u>670,000</u>	26.11.2014	HK\$1.08	26.11.2014 to 25.11.2019
	<u><u>15,902,500</u></u>			

Notes:

- (1) The number of outstanding Share Options and the exercise price are expected to be adjusted as a result of the Rights Issue. Details of such adjustments will be announced immediately upon completion of the Rights Issue.
- (2) The Share Options have no vesting period.
- (3) As Dr. Lam Chat Yu has resigned as a non-executive Director of the Company with effect from 10 December 2015, such share options were reclassified from the category of "Directors of the Company" to "Other participants". Pursuant to a resolution passed by the Board on 26 November 2014, the Share Options held by Dr. Lam Chat Yu if remain unexercised shall lapse upon the expiry of three months from his resignation, i.e. 9 March 2016.

## 5. DIRECTORS' INTERESTS

### (a) Service Contracts

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding any contract expiring or determinable by the employer within one year without payment of compensation, other than statutory compensation).

**(b) Assets of the Group**

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which have, since 31 March 2015 (being the date to which the latest published audited consolidated financial statements of the Company were made up), been acquired or disposed of by, or leased to, the Company or any member of the Group, or were proposed to be acquired or disposed of by, or leased to, the Company or any member of the Group.

**(c) Contracts of the Group**

As at the Latest Practicable Date, none of the Directors were materially interested in any contract or arrangement entered into by any member of the Group subsisting at such date and which is significant in relation to the business of the Group.

**6. LITIGATION**

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group, except that legal actions in respect of allegations of copyright infringement and defamation were taken during the financial year ended 31 March 2004 against certain subsidiaries of the Company carrying on its health products business. No further steps have been taken against the Group in respect of such actions after the court hearing for directions to appoint experts and exchange witness statements took place in 2004. The Directors are of the opinion that in view of the uncertainty it is not practicable to assess the financial effect.

**7. MATERIAL CONTRACTS**

The following contracts have been entered into by the Group (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Prospectus and are or may be material:

- (a) a sale and purchase agreement dated 10 February 2014 entered into between Exceed Advance Limited (a wholly owned subsidiary of the Company) (“Exceed Advance”) as purchaser, and AG Acquisition G (BVI) L.P. (“AG LP”) as vendor, regarding the acquisition of 25% interest in a piece of land located at Sha Tin Town Lot No. 603, Lok Lam Road, Fo Tan, New Territories (the “Lok Lam Road Property”) (which is in turn held by AG Acquisition M (BVI) Limited (“AG BVI”) through its wholly owned subsidiary) at a consideration of HK\$5,019,584.50. Further details of the sale and purchase agreement are set out in the announcement of the Company dated 10 February 2014;

- (b) a loan assignment dated 10 February 2014 entered into among Exceed Advance as assignee, AG LP as assignor, and AG BVI as debtor, regarding the assignment of a shareholder's loan in the sum of HK\$5,019,389.50 (representing 25% of the outstanding shareholder's loan owed by AG BVI to AG LP) to Exceed Advance. Further details of the loan assignment are set out in the announcement of the Company dated 10 February 2014;
- (c) a shareholders deed dated 10 February 2014 entered into among Exceed Advance as shareholder, AG LP as shareholder, and AG BVI as subject company, regarding the management of AG BVI and the construction, development, management and marketing and sale of the Lok Lam Road Property referred to in (a) above (the "Lok Lam Project"). Further details of the shareholders deed are set out in the announcement of the Company dated 10 February 2014;
- (d) a shareholder loan agreement dated 10 February 2014 entered into among Exceed Advance as lender, AG LP as lender, and AG BVI as borrower, pursuant to which each of Exceed Advance and AG LP agreed to advance unsecured and interest free shareholder loans of HK\$5,019,389.50 and HK\$15,058,168.50 respectively and further advance shareholder loans (if needed) on a pro rata basis according to their then shareholdings in AG BVI. Further details of the shareholder loan agreement are set out in the announcement of the Company dated 10 February 2014;
- (e) a project management deed dated 10 February 2014 entered into among Hanison Project Management Limited (a wholly owned subsidiary of the Company) ("Hanison PM") as project manager, AG LP as the shareholder of Eltara Limited and Eltara Limited as the beneficial owner of the Lok Lam Road Property and the Lok Lam Project at a project management fee of 1% on construction cost incurred on the Lok Lam Project and a marketing fee of 0.5% of the gross sale proceeds of the Lok Lam Project, regarding the appointment of Hanison PM as an independent contractor to manage, supervise and control the Lok Lam Project. Further details of the project management deed are set out in the announcement of the Company dated 10 February 2014;
- (f) a provisional agreement for sale and purchase dated 17 November 2014 entered into between Emwell Limited (a wholly owned subsidiary of the Company) ("Emwell") as vendor and Fondation Investment Limited ("Fondation") as purchaser, regarding the disposal of the Group's entire interest in a property which is located at Workshops 1-15 (inclusive) on the 6th Floor of Block A of Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong (the "SIC Property") at a consideration of HK\$108,380,000. Further details of the provisional sale and purchase agreement are set out in the announcement of the Company dated 17 November 2014;

- (g) a formal agreement for sale and purchase dated 15 December 2014 entered into between Emwell as vendor and Fondation as purchaser, regarding the disposal of the SIC Property referred to in (f) above;
- (h) a sale and purchase agreement dated 19 March 2015 entered into between Hanison Construction Holdings (BVI) Limited and Sky Champion International Limited as vendors, Mingly Corporation as guarantor and Jinshang International Investment Company Limited as purchaser, regarding the disposal of the Group's entire interest in a property situated at No. 151 Hollywood Road, Hong Kong at a consideration of HK\$550,000,000. Further details of the disposal are set out in the joint announcements of the Company and HKRI dated 19 March 2015 and 2 April 2015 and the circular of the Company dated 24 April 2015, respectively;
- (i) a sale and purchase agreement dated 19 May 2015 entered into between S. Sundar and Sons Limited as vendor, Shangzhi Limited as purchaser and Hing Hotels and Properties Ltd as guarantor, regarding the acquisition of the entire equity interest in a property which is located at No.111 High Street, Hong Kong by Shangzhi Limited, an indirect wholly owned subsidiary of the Company, at a consideration of HK\$253,300,000. Further details of the acquisition are set out in the announcement of the Company dated 19 May 2015;
- (j) a sale and purchase agreement ("SPA A") and a sale and purchase agreement ("SPA B") dated 16 July 2015, respectively, were entered into between Emwell as vendor and Polytime International Limited as purchaser, regarding the disposal of the Group's entire equity interest in the properties located at Workshop 17 on the Fifth Floor of Block B, Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong, and Workshop 18 on the Fifth Floor of Block B, Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong at a consideration of HK\$5,468,000 and HK\$5,490,000 respectively. Further details of the SPA A and SPA B are set out in the joint announcement of the Company and HKRI dated 16 July 2015;
- (k) a memorandum of understanding dated 24 July 2015 entered into between Mr. Kong Tak Ho ("Mr. Kong") and Lai Tak Holdings Limited ("Lai Tak") as vendors and Nimble Run Limited ("Nimble") as purchaser, regarding the possible acquisition of the entire equity interest in Billion Mart Development Limited as the target company at a consideration of HK\$998,000,000. Further details of the memorandum of understanding are set out in the joint announcement of the Company and HKRI dated 27 July 2015;

- (l) a sale and purchase agreement dated 30 July 2015 entered into between Hanison Construction Holdings (BVI) Limited as vendor, Jianmai Limited as purchaser and Sanney Limited as guarantor, regarding the disposal of the entire equity interest in Wisdom Concept Development Limited, an indirect wholly owned subsidiary of the Company and the sole legal and beneficial owner of the properties in Demarcation District No. 129, Lau Fau Shan, Yuen Long, New Territories, at a consideration of HK\$710,000,000. Further details of the disposal are set out in the joint announcement of the Company and HKRI dated 30 July 2015;
- (m) a sale and purchase agreement dated 8 September 2015 entered into between Mr. Kong and Lai Tak as the vendors and Nimble as the purchaser, regarding the acquisition of the entire equity interest in the target company referred to in (k) above. Further details of the acquisition are set out in the joint announcement of the Company and HKRI dated 8 September 2015;
- (n) the Underwriting Agreement; and
- (o) the Irrevocable Undertaking.

#### 8. MISCELLANEOUS

- (a) The Company Secretary of the Company is Mr. Lo Kai Cheong. He is a member of CPA Australia (CPA (Aust.)) and a fellowship member of Hong Kong Institute of Certified Public Accountants (FCPA) and Association of International Accountants (FAIA).
- (b) The registered office of the Company is located at P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business in Hong Kong is located at Unit 1, 4/F, Block B, Shatin Industrial Centre, 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (d) The Company's auditor is Deloitte Touche Tohmatsu, Certified Public Accountants, 35/F, One Pacific Place, 88 Queensway, Hong Kong.
- (e) The Company's general legal advisers (i) as to Hong Kong law are King & Wood Mallesons, 13/F Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong, and Reed Smith Richards Butler, 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong; and (ii) as to Cayman Islands Law are Maples and Calder Asia, 53rd Floor, The Center, 99 Queen's Road Central, Hong Kong. The Company's legal advisers in relation to the Rights Issue as to Hong Kong law are Reed Smith Richards Butler, 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong.

- (f) The Company's principal bankers are:

***Bank of China (Hong Kong) Limited***

Bank of China Tower  
1 Garden Road  
Hong Kong

***Hang Seng Bank Limited***

83 Des Voeux Road Central  
Hong Kong

***The Hongkong and Shanghai Banking Corporation Limited***

HSBC Main Building  
1 Queen's Road Central  
Hong Kong

***Standard Chartered Bank (Hong Kong) Limited***

Standard Chartered Bank Building  
4-4A Des Voeux Road Central  
Hong Kong

***The Bank of East Asia, Limited***

17/F, 10 Des Voeux Road Central  
Hong Kong

***Shanghai Commercial Bank Limited***

35/F, Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

***Industrial and Commercial Bank of China (Asia) Limited***

ICBC Tower  
3 Garden Road, Central  
Hong Kong

- (g) The Company's authorised representatives (as defined in the Listing Rules) are Mr. Wong Sue Toa, Stewart and Mr. Tai Sai Ho. The addresses of the authorised representatives are (i) for Mr. Wong Sue Toa, Stewart, Flat D1, 2/F, Silver Crest, 75 Nga Tsin Wai Road, Kowloon, Hong Kong; and (ii) for Mr. Tai Sai Ho, Flat B, 16/F, Block 5, Julimount Garden, Tai Wai, New Territories, Hong Kong.

**9. QUALIFICATION OF EXPERT**

The qualification of the expert who has given an opinion or advice in this Prospectus (“**Expert**”) is as follows:

<b>Name</b>	<b>Qualification</b>
Deloitte Touche Tohmatsu	Certified Public Accountants

**10. EXPERT’S INTERESTS IN ASSETS**

The Expert has confirmed that as at the Latest Practicable Date it does not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

The Expert has further confirmed that as at the Latest Practicable Date it does not have any direct or indirect interests in any assets or any securities of the Company or any member of the Group which have since 31 March 2015 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by, or leased to, the Company or any member of the Group, or which are proposed to be acquired or disposed of by, or leased to, the Company or any member of the Group.

**11. CONSENT OF EXPERT**

The Expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letter and/or references to its name in the form and context in which it appears.

**12. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Company since 31 March 2015, being the date of the latest published audited financial statements of the Company.

**13. EXPENSES**

The estimated expenses of the Rights Issue (including the underwriting commission, printing, registration, translation, legal, accounting and documentation charges) are estimated to be approximately HK\$6.50 million and will be borne by the Company.

**14. GENERAL**

In case of discrepancy or differences in interpretation, the English text of this Prospectus prevails over the Chinese text.

**15. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours at the registered office of the Company, on any weekday, except public holidays, for 14 days from the date of this Prospectus:

- (a) this Prospectus;
- (b) the memorandum and articles of association of the Company;
- (c) the annual reports of the Company for the two years ended 31 March 2014 and 31 March 2015;
- (d) the interim report of the Company for the six months ended 30 September 2015;
- (e) the independent reporting accountants' assurance report on the unaudited pro forma financial information of the Group dated 22 January 2016, the text of which is set out in Appendix II to this Prospectus;
- (f) the written consent from the Expert referred to in the section headed "Consent of Expert" in this Appendix III;
- (g) the material contracts referred to in the section headed "Material Contracts" in this Appendix III; and
- (h) a copy of each circular issued pursuant to the requirements set out in Chapters 14 and/or 14A of the Listing Rules which has been issued since the date of the latest published audited accounts.

**16. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES**

A copy of each of the Prospectus Documents and the written consent referred to in the paragraph headed "Consent of Expert" in this Appendix III have been delivered to the Registrar of Companies in Hong Kong for registration as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).