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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: 896)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

The Board of the Company proposes to amend the Memorandum and Articles to reflect the new address description of the registered office and to bring the Memorandum and Articles in line with recent amendments to the Listing Rules.

The proposed amendments to the Memorandum and Articles are subject to the approval of the Shareholders by way of special resolutions at the forthcoming AGM.

A circular containing, inter alia, details of proposed amendments to the Memorandum and Articles and a notice of the AGM will be despatched to the Shareholders in due course.

The board of directors (the “Board”) of Hanison Construction Holdings Limited (the “Company”) proposes that amendments are to be made to the existing memorandum and articles of association (“Memorandum and Articles”) of the Company to bring them up to date and in line with the amendments to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) which became effective on 1 January 2009. The proposed amendments are subject to approval of the shareholders of the Company (the “Shareholders”) by way of special resolutions at the forthcoming annual general meeting of the Company (the “AGM”) to be held on Tuesday, 4 August 2009.

The proposed amendments to the Memorandum and Articles aim to give effect to the following:-

- (a) to reflect the new address description of the registered office of the Company following the adoption of a new postal code as a result of the change in the postal policy of the Cayman Islands government;
- (b) notice to the Shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings;
- (c) all resolutions at general meetings of the Company shall be decided by poll;
- (d) to allow the Company to use the Company’s website and other electronic means to send or make available notices or documents to the Shareholders, subject to compliance with the Listing Rules and applicable laws by the Company;

- (e) to exclude the application of section 8 of the Electronic Transactions Law of the Cayman Islands so that the Company can take advantage of the delivery by electronic means as allowed under the Listing Rules to the fullest extent.

A circular containing, inter alia, details of proposed amendments to the Memorandum and Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**HANISON CONSTRUCTION HOLDINGS LIMITED**  
**Wong Sue Toa Stewart**  
*Managing Director*

Hong Kong, 2 July 2009

*As at the date of this announcement, the Board comprises:*

***Non-executive chairman***

Mr. Cha Mou Sing, Payson

***Non-executive directors***

Mr. Cha Mou Daid, Johnson

Mr. Cha Yiu Chung, Benjamin

***Executive directors***

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

Mr. Tai Sai Ho (*General Manager*)

Dr. Lam Chat Yu

Mr. Shen Tai Hing

***Independent non-executive directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun