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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)

ANNOUNCEMENT

PROPOSAL RELATING TO BONUS ISSUE OF SHARES

The Board is pleased to announce that it has resolved to recommend the Bonus Issue, being a bonus issue of Shares to the Shareholders whose names appear on the registers of members of the Company as at the close of business on the Record Date. Subject to the fulfilment of the conditions set out below, the Bonus Issue will be made on the basis of 1 Bonus Share, credited as fully paid, for every 10 Shares then held. The Bonus Shares will rank *pari passu* with the existing issued Shares in all respects from the date of issue.

The registers of members of the Company will be closed from Thursday, 7 February 2013 to Wednesday 13 February 2013, both days inclusive. In order to qualify for entitlements to the Bonus Issue, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong not later than 4:30 p.m. on Wednesday, 6 February 2013.

GENERAL

An application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

A circular containing, among other things, detail of the Bonus Issue and notice of the EGM to be convened by the Company to approve the Bonus Issue will be despatched to Shareholders on or around 15 January 2013.

BONUS ISSUE

The Board is pleased to announce that it has resolved to recommend the Bonus Issue, being a bonus issue of Shares to the Shareholders whose names appear on the registers of members of the Company as at the close of business on the Record Date. Subject to the fulfilment of the conditions set out below, the Bonus Issue will be made on the basis of 1 Bonus Share, credited as fully paid, for every 10 Shares then held. The Bonus Shares will rank *pari passu* with the existing issued Shares in all respects from the date of issue.

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

As at the date of this announcement, there are 487,559,674 Shares in issue. Assuming that no further Shares are issued or repurchased prior to the Record Date, approximately 48,755,967 Bonus Shares will be issued and an amount of approximately HK\$4,875,596.70, standing to the credit of the share premium account of the Company will be capitalised in accordance with Article 142 of the Company's Articles of Association and accordingly such sum will be applied in paying up in full at par the Bonus Shares.

Conditions to the Bonus Issue

The Bonus Issue is conditional upon the following:–

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Bonus Issue (including the capitalisation of certain amount standing to the credit of the share premium account of the Company); and
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Bonus Shares.

Reasons for the Bonus Issue

The Bonus Issue represents a return to Shareholders on their investment in the Company and will enlarge the Company's capital base and, in due course, likely the number of Shareholders (on trading of the Bonus Shares). The Directors believe that it will, in due course, enhance the liquidity of the Shares in the market.

Closure of Registers of Members

The registers of members of the Company will be closed from Thursday, 7 February 2013 to Wednesday, 13 February 2013, both days inclusive. During this period no share transfer will be registered. In order to qualify for entitlements to the Bonus Issue, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 6 February 2013.

Status of the Bonus Shares

An application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

The Shares are not listed on or dealt in on any other stock exchange other than the Stock Exchange nor is listing or permission to deal in Shares being or proposed to be sought from any other stock exchange.

Certificates for Bonus Shares

Certificates in respect of the Bonus Shares will be sent to the persons entitled thereto at their respective address shown in the registers of members of the Company or, in the case of joint holders, to the address of the joint holder whose name stands first in the registers of members in respect of the joint holding. It is expected that certificates for the Bonus Shares will be despatched to the Shareholders by ordinary post at their own risk on or around Friday, 22 February 2013. One share certificate will be issued for all Bonus Shares to each Qualifying Shareholder.

Overseas Shareholders

As at the date of this announcement there are certain Shareholders whose addresses as shown on the registers of members of the Company are outside Hong Kong.

The Company is in the process of engaging foreign legal counsel and will make enquiries with such foreign legal counsel regarding the legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges regarding the issue of the Bonus Shares to those Overseas Shareholders with registered addresses outside Hong Kong. If having considered the advice provided by such foreign legal counsel, the Directors are of the view that it is necessary or expedient not to issue the Bonus Shares to those Overseas Shareholders whose addresses are in certain jurisdictions due to the time and costs involved in the registration of the Circular and/or compliance with the legal or regulatory requirements or special formalities in those jurisdictions, no Bonus Shares will be issued to the Overseas Shareholders in those jurisdictions.

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by post at his/her/its own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

EXPECTED TIMETABLE

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

Despatch circular and notice of EGM	Tuesday, 15 January 2013
Latest time for receipt of proxies for EGM	3:00 p.m. on Wednesday, 30 January 2013
Date and time of EGM	3:00 p.m. on Friday, 1 February 2013
Announcement of poll results of EGM	Friday, 1 February 2013
Latest date of dealing in Shares cum-entitlements to the Bonus Issue	Monday, 4 February 2013
First day of dealing in Shares ex-entitlements to the Bonus Issue	Tuesday, 5 February 2013
Latest time for lodging transfers of Shares for entitlements to the Bonus Issue	4:30 p.m. on Wednesday, 6 February 2013
Closure of registers of members (both days inclusive)	Thursday, 7 February 2013 to Wednesday, 13 February 2013

Record Date for entitlements to
the Bonus Issue Wednesday, 13 February 2013

Certificates for Bonus Shares
expected to be despatched Friday, 22 February 2013

Dealings in the Bonus Shares expected to commence. Monday, 25 February 2013

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

GENERAL

A circular containing, among other things, details of the Bonus Issue and a notice convening the EGM, will be despatched to the Shareholders on or around 15 January 2013.

No Shareholder is required to abstain from voting on the ordinary resolution to approve the Bonus Issue at the EGM.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:–

“Bonus Issue”	the proposed issue of Bonus Shares to the Shareholders on the basis of 1 Bonus Share for every 10 existing Shares held on the Record Date;
“Bonus Share(s)”	new Shares to be allotted, issued and distributed pursuant to the Bonus Issue;
“Circular”	the circular, expected to be despatched to Shareholders on or around 15 January 2013, containing, among other things, details of the Bonus Issue and notice of the EGM;
“Company”	Hanison Construction Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)” or “Board”	the director(s) or board of directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving, among other things, the Bonus Issue and held at Function Room – Cypress, Lobby Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Friday, 1 February 2013 at 3:00 p.m. and any adjournment thereof;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Overseas Shareholder(s)”	the Shareholder(s) whose address(es), as shown on the registers of members of the Company at the close of business on the Record Date, is/are outside Hong Kong;
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear on the registers of members of the Company at the close of business on the Record Date, other than those Overseas Shareholders whom the Directors, after making relevant enquiries, consider the exclusion of those Overseas Shareholders from the Bonus Issue is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place;
“Record Date”	13 February 2013, being the date for determination of entitlement to the Bonus Issue;
“Shareholder(s)”	shareholder(s) of the Company;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

By order of the Board
Hanison Construction Holdings Limited
Lo Kai Cheong
Company Secretary

Hong Kong, 27 December 2012

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

Independent non-executive directors

Mr. Chan Pak Joe
Dr. Lau Tze Yiu, Peter
Dr. Sun Tai Lun