

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its 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 this announcement.



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)

**DISCLOSEABLE TRANSACTION
DISPOSAL OF PROPERTY**

The Board is pleased to announce that on 17 May 2012, the Vendor, a wholly-owned subsidiary of the Company, entered into the Assignment with the Purchaser, an Independent Third Party, whereby the Vendor has assigned the Property to the Purchaser at a cash consideration of HK\$31,680,000.

As one of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules is more than 5% and below 25%, the Disposal constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 17 May 2012, the Vendor, a wholly-owned subsidiary of the Company, entered into the Assignment with the Purchaser, an Independent Third Party, whereby the Vendor has assigned the Property to the Purchaser at a cash consideration of HK\$31,680,000.

THE ASSIGNMENT

Date

17 May 2012

Parties

- (1) Vendor : Emwell Limited, a wholly-owned subsidiary of the Company.
- (2) Purchaser : Smart Guide Investment Limited.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Property

Workshop 5 on Ground Floor of Block A, Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong.

The Property is subject to a tenancy agreement with a monthly rental of HK\$63,550 (exclusive of Government rent, Government rates and service charge), which will expire on 23 July 2012. A deposit of HK\$190,650 has been paid by the tenant under the aforesaid tenancy agreement. The Vendor and the Purchaser agreed that the tenancy agreement together with the deposit will be assigned to the Purchaser upon Completion of the Disposal.

Consideration and Terms of Payment

The Consideration paid by the Purchaser to the Vendor for the Property is HK\$31,680,000.

The consideration was satisfied in the following manner:

- (1) HK\$3,168,000 had been paid to the Vendor's solicitors as stakeholder prior to the signing of the Assignment; and
- (2) the balance of HK\$28,512,000 had been paid to the Vendor upon the Completion.

The amount of Consideration was arrived at after arm's length negotiation between the Purchaser and the Vendor, having considered the market value of industrial properties in the same district.

Completion Date

Completion took place on 17 May 2012, same date as the date of the Assignment.

INFORMATION ON THE COMPANY

The principal business activity of the Company is investment holding. Its subsidiaries are principally engaged in construction, interior and renovation works, supply and installation of building materials, property investment and development, provision of property agency and management services and sale of health products.

INFORMATION ON THE VENDOR

The Vendor is an investment holding company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company.

INFORMATION ON THE PURCHASER

The Purchaser is an investment holding company incorporated in Hong Kong with limited liability.

REASON FOR AND BENEFITS OF THE DISPOSAL

The Property was acquired by the Group at a cost of approximately HK\$12,600,000 in January 2007. The Property is held by the Group as an investment property. The net profits attributable to the Property were approximately HK\$394,000 (before taxation and extraordinary items) and approximately HK\$327,000 (after taxation and extraordinary items) for the year ended 31 March 2010 and were approximately HK\$370,000 (before taxation and extraordinary items) and approximately HK\$307,000 (after taxation and extraordinary items) for the year ended 31 March 2011.

The Board considers that the current market presents a good opportunity for the Group to realize its investment in the Property.

The book value and valuation of the Property as at 31 March 2012 amounted to HK\$18,700,000. Subject to audit, the Group is expected to recognize a profit of approximately HK\$11,600,000 from the Disposal after deducting the estimated expenses in relation to the Disposal and the carrying value of HK\$18,700,000 of the Property.

The Directors (including the independent non-executive Directors) believe that the terms and conditions of the Disposal are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

The proceeds from the Disposal shall be applied towards the repayment of the related mortgage loan and the balance will be applied as general working capital of the Group.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules is more than 5% and below 25%, the Disposal constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Assignment”	the assignment entered into between the Vendor and the Purchaser on 17 May 2012, whereby the Vendor assigned the Property to the Purchaser
“Board”	board of Directors
“Company”	Hanison Construction Holdings Limited (stock code: 896), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Disposal on 17 May 2012
“connected person(s)”	has the meaning as ascribed under the Listing Rules

“Consideration”	the selling price of HK\$31,680,000 for the Disposal
“Directors”	directors of the Company
“Disposal”	the disposal of the Property
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Property”	Workshop 5 on Ground Floor of Block A, Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong
“Purchaser”	Smart Guide Investment Limited, a company incorporated in Hong Kong with limited liability
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Vendor”	Emwell Limited, a company incorporated in Hong Kong with limited liability

By order of the Board
HANISON CONSTRUCTION HOLDINGS LIMITED
Wong Sue Toa, Stewart
Managing Director

Hong Kong, 17 May 2012

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

Non-executive chairman

Mr. Cha Mou Sing, Payson

Executive directors

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

Mr. Tai Sai Ho (*General Manager*)

Dr. Lam Chat Yu

Non-executive directors

Mr. Cha Mou Daid, Johnson

Mr. Cha Yiu Chung, Benjamin

Independent non-executive directors

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun