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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 896)

**MAJOR TRANSACTION
IN RELATION TO
THE ACQUISITION OF PROPERTY**

THE ACQUISITION

The Board is pleased to announce that on 12 March 2019, the Purchaser, an indirect wholly owned subsidiary of the Company, entered into the binding Provisional Agreement with the Vendors, pursuant to which (i) the Vendors agreed to sell and the Purchaser agreed to purchase the Property at the aggregate purchase price of HK\$489,000,000; and (ii) the Purchaser agreed to grant to the Vendors' nominee(s) a tenancy to occupy the Leaseback Premises upon Completion.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Acquisition exceeds 25% but is below 100%, the Acquisition constitutes a major transaction for the Company and is subject to the announcement, reporting and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company has obtained written approval for the Acquisition in accordance with Rule 14.44 of the Listing Rules from a closely allied group of shareholders comprising CCM Trust (Cayman) Limited and its subsidiaries and LBJ Regents Limited which are beneficially interested in 487,702,041 and 61,022,931 shares in the Company respectively, representing in total 50.30% of the entire issued share capital of the Company as at the date of this announcement. CCM Trust (Cayman) Limited and LBJ Regents Limited hold shares in the Company as the trustees of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alios, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being Directors) are among the discretionary objects. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has any material interest in the Acquisition and is required to abstain from voting if the Company is to convene an extraordinary general meeting for the approval of the Acquisition.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, details of the Acquisition is required to be despatched to the Shareholders within 15 business days after the publication of this announcement, which shall be on or before 2 April 2019. As it is expected that the parties shall enter into the Formal Agreement for the Acquisition on or before 11 April 2019, the Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules for the circular to be despatched on or before 2 April 2019 so as to include any additional information in relation to the Acquisition arising from the Formal Agreement. The Company will make further announcement after it has obtained the Waiver from the Stock Exchange, or has entered into the Formal Agreement, and the expected despatch date of the circular has been confirmed.

THE ACQUISITION

The Board is pleased to announce that on 12 March 2019, the Purchaser, an indirect wholly owned subsidiary of the Company, entered into the binding Provisional Agreement with the Vendors, pursuant to which (i) the Vendors agreed to sell and the Purchaser agreed to purchase the Property at the aggregate purchase price of HK\$489,000,000; and (ii) the Purchaser agreed to grant to the Vendors' nominee(s) a tenancy to occupy the Leaseback Premises upon Completion.

The Provisional Agreement

The principal terms of the Provisional Agreement are summarised as follows:

Date

12 March 2019

Parties

- (a) the Purchaser
- (b) the Vendors

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendors and their respective ultimate beneficial owner(s) is a third party independent of the Company and the connected persons of the Company.

Subject Matter

Pursuant to the Provisional Agreement, the Vendors will sell and the Purchaser will purchase the Property upon the terms contained therein. Completion will take place on or before 8 May 2019.

The Property constitutes the entire block of building located at No.1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong with a total gross floor area of 62,889 square feet.

The Property is sold on an “as is” basis, subject to and with the benefits of the Leaseback which will expire on 31 December 2019 and of the existing lettings, tenancies and licences in respect of the Property which will expire in the period between 2019 and 2022. The aggregate monthly rent of the existing tenancies is approximately HK\$605,000.

Purchase Price

The Purchase Price shall be in the sum of HK\$489,000,000, which shall be paid in the following manner:

- (a) a sum of HK\$20,000,000, being the initial deposit (the “**Initial Deposit**”), was paid to the Vendors’ solicitors as stakeholders on 12 March 2019 upon signing of the Provisional Agreement;
- (b) a sum of HK\$28,900,000, being the further deposit (together with the Initial Deposit, the “**Deposits**”), shall be paid to the Vendors’ solicitors as stakeholders on or before 11 April 2019; and
- (c) a sum of HK\$440,100,000, being the balance of the Purchase Price, shall be paid to the Vendors’ solicitors as stakeholders upon Completion.

The Purchase Price was determined after arm’s length negotiations between the Vendors and the Purchaser, with reference to the market value of comparable properties in nearby locations. The Purchase Price will be fully funded by the internal resources of the Group.

Completion

Completion shall take place on or before 8 May 2019.

If the Purchaser fails to complete the Acquisition in accordance with the Provisional Agreement, the Deposits to the extent of an amount equivalent to 10% of the Purchase Price shall be absolutely forfeited as liquidated damages. The Vendors shall be entitled to (i) rescind the Provisional Agreement; and (ii) retain the balance of the Deposits paid (if any) as security for payment of compensation for any loss or damages suffered by the Vendors not covered by the Deposits already forfeited.

Leaseback

Upon Completion and pursuant to the terms of the Provisional Agreement, the Purchaser shall enter into a tenancy agreement with the Vendors’ nominee(s) pursuant to which the Purchaser shall grant to the Vendors’ nominee(s) a tenancy to occupy the Leaseback Premises for a term commencing on the day following the Completion Date and ending on 31 December 2019 at a rent of HK\$142,800 per calendar month inclusive of government rent, rates, management fee, air-conditioning charges and all other outgoings.

Formal Agreement

Pursuant to the terms of the Provisional Agreement, the parties shall enter into the Formal Agreement for the Acquisition on or before 11 April 2019. In the event the parties fail to agree on the terms of the Formal Agreement, the Provisional Agreement shall remain valid and in full force and effect.

Costs

All stamp duty (if any) payable in relation to the Provisional Agreement and the Formal Agreement shall be borne by the Purchaser.

INFORMATION ON THE COMPANY AND THE PURCHASER

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, property development, provision of property agency and management services and sale of health products.

The Purchaser is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly owned subsidiary of the Company and is principally engaged in property investment.

INFORMATION ON THE VENDORS

Each of the Vendors is a limited company incorporated in Hong Kong and its principal business activity is trading in gifts and premiums.

REASONS FOR THE ACQUISITION

The Directors undertake strategic reviews of the Company's assets from time to time with a view to maximising returns to the Shareholders. The Directors consider that the Acquisition is a valuable investment opportunity for the Group. Accordingly, the Directors believe that the Acquisition will enable the Group to strengthen and enhance the property investment portfolio.

The Directors (including the independent non-executive Directors) consider that the Acquisition and the Leaseback and the transactions contemplated under the Provisional Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

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The Company has obtained written approval for the Acquisition in accordance with Rule 14.44 of the Listing Rules from a closely allied group of shareholders comprising CCM Trust (Cayman) Limited and its subsidiaries and LBJ Regents Limited which are beneficially interested in 487,702,041 and 61,022,931 shares in the Company respectively, representing in total 50.30% of the entire issued share capital of the Company as at the date of this announcement. CCM Trust (Cayman) Limited and LBJ Regents Limited hold shares in the Company as the trustees of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alios, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being Directors) are among the discretionary objects. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has any material interest in the Acquisition and is required to abstain from voting if the Company is to convene an extraordinary general meeting for the approval of the Acquisition.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular, containing among other things, details of the Acquisition is required to be despatched to the Shareholders within 15 business days after the publication of this announcement, which shall be on or before 2 April 2019. As it is expected that the parties shall enter into the Formal Agreement for the Acquisition on or before 11 April 2019, the Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules for the circular to be despatched on or before 2 April 2019 (the "**Waiver**") so as to include any additional information in relation to the Acquisition arising from the Formal Agreement. The Company will make further announcement after it has obtained the Waiver from the Stock Exchange, or has entered into the Formal Agreement, and the expected despatch date of the circular has been confirmed.

DEFINITIONS

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

"Acquisition"	the acquisition of the Property by the Purchaser pursuant to the Provisional Agreement
"Board"	the board of Directors
"Company"	Hanison Construction Holdings Limited (stock code: 896), a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange
"Completion"	completion of the Acquisition in accordance with the terms of the Provisional Agreement
"Completion Date"	the date on which Completion shall take place in accordance with the terms of the Provisional Agreement
"connected persons" and "percentage ratio(s)"	each has the meaning as ascribed to it under the Listing Rules
"Director(s)"	the directors of the Company
"Formal Agreement"	the formal agreement in relation to the Acquisition to be entered into between the Vendors and the Purchaser on or before 11 April 2019

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Leaseback”	the grant to the Vendors’ nominee(s) by the Purchaser of a tenancy to occupy the Leaseback Premises pursuant to the Provisional Agreement
“Leaseback Premises”	2/F, 11/F, 12/F and 13/F together with two spaces at the loading/unloading space on the ground floor of the Property
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Property”	collectively Property 1 and Property 2, together constituting the entire block of building located at No.1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong
“Property 1”	ALL THAT piece or parcel of ground registered in the Land Registry known as KWUN TONG INLAND LOT NO.567 and of and in the messuages erections and building thereon
“Property 2”	ALL THAT piece or parcel of ground registered in the Land Registry known as KWUN TONG INLAND LOT NO.568 and of and in the messuages erections and building thereon
“Purchase Price”	the aggregate purchase price of HK\$489,000,000 payable by the Purchaser to the Vendors in respect of the Acquisition
“Purchaser”	Great Virtue Ventures Limited (達德創投有限公司), a limited company incorporated in the British Virgin Islands and an indirect wholly owned subsidiary of the Company
“Provisional Agreement”	the provisional agreement in relation to the Acquisition entered into between the Vendors and the Purchaser on 12 March 2019
“Shareholder(s)”	holder(s) of the ordinary shares of HK\$0.1 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor 1”	a company incorporated in Hong Kong and the registered and beneficial owner of Property 1
“Vendor 2”	a company incorporated in Hong Kong and the registered and beneficial owner of Property 2

“Vendors” collectively Vendor 1 and Vendor 2

“%” per cent

By order of the Board
Hanison Construction Holdings Limited
Wong Sue Toa, Stewart
Managing Director

Hong Kong, 12 March 2019

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

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*)

Mr. Lo Kai Cheong

Independent Non-executive Directors

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun