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

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
THE SHARES OF MILLION HOPE
INDUSTRIES HOLDINGS LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Reference is made to the announcement of Hanison Construction Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 January 2018. The Company proposes to spin-off and separately list the shares of Million Hope Industries Holdings Limited (“**Million Hope**”, together with its subsidiaries, the “**MH Group**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) by way of introduction, to be implemented by means of a distribution in specie of the entire issued share capital of Million Hope owned by the Company to the shareholders of the Company (the “**Shareholders**”) (the “**Proposed Spin-off**”). The Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

On 19 September 2018, Million Hope, through its appointed sole sponsor, VMS Securities Limited, submitted an application to the Stock Exchange for the listing of, and permission to deal in the shares of Million Hope (the “**MH Shares**”) on the Main Board of the Stock Exchange. A redacted form of the application proof of Million Hope’s listing document (the “**Application Proof**”) is expected to be available for viewing and downloading from the Stock Exchange’s website from 20 September 2018.

Following completion of the Proposed Spin-off, the Company will not retain any interest in the issued share capital of Million Hope and Million Hope will no longer be a subsidiary of the Company.

The Proposed Spin-off is subject to, among other things, the approval of the Stock Exchange, and the final decisions of the respective boards of directors of the Company and Million Hope. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the shares of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

1. INTRODUCTION

This announcement is made by the board of directors of the Company (the “**Board**”) pursuant to paragraph 3(g) of Practice Note 15 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Reference is made to the announcement of the Company dated 29 January 2018 (the “**Announcement**”) in relation to the proposed spin-off and separate listing of the Company’s design, supply and installation of aluminium windows, doors and curtain walls business (the “**Spin-off Business**”). The Announcement noted that the Company has submitted a proposal to the Stock Exchange and the Stock Exchange has agreed, in principle, that it may proceed with the Proposed Spin-off.

2. LISTING APPLICATION AND APPLICATION PROOF

The Board is pleased to announce that on 19 September 2018, Million Hope, through its appointed sole sponsor, VMS Securities Limited, submitted an application to the Stock Exchange for the listing of, and permission to deal in the MH Shares on the Main Board of the Stock Exchange.

A redacted form of the Application Proof is expected to be available for viewing and downloading on the Stock Exchange’s website at <http://www.hkexnews.hk/APP/SEHKAPPMainIndex.htm> from 20 September 2018. The Application Proof contains, among other things, certain business and financial information relating to Million Hope.

Shareholders should note that the Application Proof is in draft form and the information contained in it is subject to change which can be material. The Company does not have any obligation or liability whatsoever in relation to the Application Proof.

3. THE PROPOSED SPIN-OFF AND LISTING RULES IMPLICATIONS

The Proposed Spin-off will be implemented by way of a distribution in specie of the entire issued share capital of Million Hope owned by the Company (the “**Distribution**”) to the Shareholders on the proposed basis of two MH Shares for every five shares of the Company held on the relevant record date, being a date yet to be fixed. The Board intends to declare a special interim dividend to be satisfied by way of the Distribution to the qualifying Shareholders. Immediately after the completion of the Proposed Spin-off, qualifying Shareholders will hold the same proportionate interests in Million Hope as they hold in the Company as at the record date for the Distribution. The Company will make further announcement(s) in relation to the Distribution as and when appropriate.

As the disposal of the Company’s interest in Million Hope will be by means of the Distribution, the Proposed Spin-off does not constitute a transaction for the Company under Chapters 14 and 14A of the Listing Rules. Accordingly, no Shareholders’ approval is required in respect of the Proposed Spin-off and the Distribution under the Listing Rules.

Following completion of the Proposed Spin-off, the Company will not retain any interest in the issued share capital of Million Hope and Million Hope will no longer be a subsidiary of the Company.

4. ASSURED ENTITLEMENTS TO SHARES

The Board intends to fulfill the assured entitlement requirement in Practice Note 15 of the Listing Rules by declaring a conditional special interim dividend in accordance with the articles of association of the Company and all relevant laws and regulations and satisfying the payment of such dividend by effecting the Distribution. As the Proposed Spin-off will be implemented by way of the Distribution only, there will not be any offering of new MH Shares to the public under the Proposed Spin-off.

5. REASONS FOR AND BENEFITS OF THE PROPOSED SPIN-OFF

The Board believes that the Proposed Spin-off is intended to facilitate the future growth of the Company and Million Hope, and will be beneficial to the Group and the MH Group and their respective shareholders as a whole for the following reasons:

- (i) the Spin-off Business has been expanding in the past few years and the Board considers that it has reached a size and critical mass that justify it being separately listed;
- (ii) the Proposed Spin-off will enable Million Hope to distinguish itself from the Company and strategise its own expansion and identity, thus allowing it to react more promptly to developments and opportunities;
- (iii) the Distribution places the entirety of the issued share capital of Million Hope into the hands of the Shareholders. The Shareholders are being given, via the Distribution, an asset that should, on listing, represent a liquid asset, that gives each Shareholder the choice to remain invested or readily realise or alter the mix of his/her investment (as between cash and Million Hope);
- (iv) by separating the business lines by listed group, each of the Company and Million Hope can devise and execute their own independent financing strategies, whether via the equity or debt capital or by bank borrowings tailored to the respective time frames for the holding or development of their businesses and assets; and
- (v) the Proposed Spin-off will allow the management teams of both the Group and the MH Group to focus more effectively on their respective core businesses.

Shareholders and potential investors of the Company should note that the Proposed Spin-off is subject to, among other things, the final decisions of the respective boards of directors of the Company and Million Hope. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the shares of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

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

Hong Kong, 19 September 2018

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