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

DISCLOSEABLE TRANSACTION

DISPOSAL OF PROPERTY

THE DISPOSAL

The Board is pleased to announce that on 1 September 2021, the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Purchaser and the Guarantor as the Purchaser's guarantor, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Property (together with such fittings and fixtures installed therein as at Completion) at the aggregate consideration of HK\$129,200,000 subject to and upon the terms of the Sale and Purchase Agreement.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements under the Listing Rules.

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The Sale and Purchase Agreement

The principal terms of the Sale and Purchase Agreement are summarised as follows:

Date

1 September 2021

Parties

- (i) the Vendor, an indirect wholly-owned subsidiary of the Company, as the vendor
- (ii) the Purchaser, as the purchaser
- (iii) the Guarantor, as the Purchaser's guarantor

To the best knowledge, information and belief of the Directors, after having made all reasonable enquiries, each of the Purchaser and the Guarantor is a third party independent of and not connected with the Company and its connected persons.

Subject Matter

The Property comprises (i) Unit N-3 on 1st Floor and Staircases Nos.R4, R5 and R6 on Ground Floor of Block 3, Kwun Tong Industrial Centre, Nos.448-458 Kwun Tong Road, Kowloon, Hong Kong; (ii) Unit Q-4 (including the flat-roof appurtenant thereto) on 1st Floor of Block 4, Kwun Tong Industrial Centre, Nos.436-446 Kwun Tong Road, Kowloon, Hong Kong; and (iii) Car Parking Spaces Nos.55 and 56 on Ground Floor, Kwun Tong Industrial Centre, Nos.436-484 Kwun Tong Road, Kowloon, Hong Kong. The Property is a non-residential property with a total saleable area of approximately 21,146 square feet.

The Property is held as investment property of the Group. It will be sold on an "as-is" basis free from other encumbrances with vacant possession (save for such fittings and fixtures therein as at Completion).

Consideration

The consideration payable under the Sale and Purchase Agreement is HK\$129,200,000 and has been and shall be paid by the Purchaser to the Vendor in the following manner:

- (a) a sum of HK\$6,460,000, being the initial deposit, has been paid upon signing of the Sale and Purchase Agreement;
- (b) a sum of HK\$6,460,000, being the further deposit (the "**Further Deposit**"), shall be paid on or before 27 September 2021; and
- (c) a sum of HK\$116,280,000, being the balance of the consideration, shall be settled on or before 30 November 2021.

The consideration was determined based on arm's length negotiations between the Vendor and the Purchaser with reference to the prevailing market price of similar industrial properties in nearby locations.

Title requisition

The Vendor shall show, prove and give title to the Property in accordance with the Conveyancing and Property Ordinance (Chapter 219 of the Laws of Hong Kong), failing which all deposits and other moneys paid by the Purchaser to the Vendor shall be returned to the Purchaser, and the Purchaser shall also be entitled to recover damages (if any).

Costs

All stamp duty and registration fees payable in relation to the Disposal shall be borne by the Purchaser.

Completion

Completion will take place on or before 30 November 2021.

Guarantee

The Guarantor guarantees to the Vendor the due observance and performance of the Purchaser's obligations in respect of the payment of the Further Deposit under the Sale and Purchase Agreement and to pay, on demand, the Further Deposit or any part thereof which the Purchaser fails to pay to the Vendor in accordance with the Sale and Purchase Agreement. If the Guarantor fails to pay such sum in accordance with the Sale and Purchase Agreement, the Guarantor shall pay default interest on such sum from the due date to the date of payment at the rate of 3% per annum above the prime rate of The Hongkong and Shanghai Banking Corporation Limited from time to time, accrued daily and compounded monthly.

INFORMATION OF THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands, the securities of which are listed on the Stock Exchange. The principal business activities of the Group are 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 Vendor is a property investment company incorporated in the Cayman Islands with limited liability and an indirect wholly-owned subsidiary of the Company.

INFORMATION OF THE PURCHASER AND THE GUARANTOR

The Purchaser is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. The Purchaser is a wholly-owned subsidiary of the Guarantor, which is in turn, together with its subsidiaries, principally engaged in the wholesale and retail of a wide spectrum of wine products and other alcoholic beverages in Hong Kong.

REASONS FOR THE DISPOSAL

The Directors undertake strategic reviews of the Group's assets from time to time with a view to maximising returns to the Shareholders. The Directors consider that the current market presents a good opportunity for the Company to unlock the value of the Property. Accordingly, the Directors believe that the Disposal will enable the Company to reallocate capital into future investment opportunities and pursue other opportunities.

The Directors consider that the Disposal, the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL IMPACT ON THE GROUP AND USE OF PROCEEDS

The Property (or part thereof) was subject to a tenancy which was surrendered with effect from 1 April 2021. Upon Completion, the Group will no longer need to incur any expenses in relation to the operation of the Property but will also cease to earn rental income from the Property, which amounted to approximately HK\$1,731,000 and HK\$1,600,000 for the financial years ended 31 March 2020 and 31 March 2021, respectively, and this would have a negative effect on the earnings of the Group.

Upon Completion, the Group expects to recognise a gain on change in fair value of investment properties of approximately HK\$3,200,000 before costs and expenses relating to the Disposal in the financial year ending 31 March 2022.

The proceeds arising from the Disposal are expected to be used as general working capital and/or financing and possible property or business investments.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements under the Listing Rules.

DEFINITIONS

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

“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 Disposal in accordance with the terms of the Sale and Purchase Agreement
“connected persons”, “percentage ratio” and “subsidiary(ies)”	each has the meaning as ascribed to it under the Listing Rules

“Directors”	the directors of the Company
“Disposal”	the disposal of the Property by the Vendor to the Purchaser pursuant to the Sale and Purchase Agreement
“Further Deposit”	has the meaning as defined in the section headed “The Sale and Purchase Agreement – Consideration”
“Group”	the Company and its subsidiaries
“Guarantor”	Wine’s Link International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange (stock code: 8509)
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Property”	ALL THOSE 287 equal undivided 20,623rd parts or shares of and in ALL THAT piece or parcel of ground registered in the Land Registry as KUN TONG INLAND LOT NO.94 And of and in the messuages erections and buildings thereon now known as “KWUN TONG INDUSTRIAL CENTRE (官塘工業中心)” Kwun Tong Road, Kowloon, Hong Kong, comprising (i) Unit “N-3” on the First Floor and Staircases Nos. “R4”, “R5” and “R6” on the Ground Floor of Block “3” of Kwun Tong Industrial Centre, Nos.448-458 Kwun Tong Road, Kowloon, Hong Kong; (ii) Unit “Q-4” (including the flat-roof appurtenant thereto) on the First Floor of Block “4” of Kwun Tong Industrial Centre, Nos.436-446 Kwun Tong Road, Kowloon, Hong Kong; (iii) and Car Parking Spaces Nos. “55” and “56” on the Ground Floor of Kwun Tong Industrial Centre, Nos.436-484 Kwun Tong Road, Kowloon, Hong Kong
“Purchaser”	Brilliant Raise Holdings Limited, a company incorporated in Hong Kong with limited liability
“Sale and Purchase Agreement”	the sale and purchase agreement dated 31 August 2021 entered into among the Vendor, the Purchaser and the Guarantor in respect of the Disposal
“Shareholders”	holders 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” Storage Holding I Ltd, a company incorporated in the Cayman Islands with limited liability and an indirect wholly-owned subsidiary of the Company

“%” per cent

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

Hong Kong, 1 September 2021

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

Non-executive Chairman

Mr. Cha Mou Daid, Johnson

Non-executive Director

Dr. Lam Chat Yu

Executive Directors

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

Mr. Tai Sai Ho (*General Manager*)

Mr. Chow Ka Fung

Independent Non-executive Directors

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun