

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint 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: 00896)

**HKR INTERNATIONAL LIMITED**  
香港興業國際集團有限公司\*  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 00480)

## JOINT CLARIFICATION ANNOUNCEMENT

This joint announcement is made by the boards of directors of Hanison Construction Holdings Limited (“**Hanison**”) and HKR International Limited (“**HKRI**”) pursuant to Rule 14A.35 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the joint announcement made by Hanison and HKRI dated 19 March 2015 in relation to the Disposal (the “**Announcement**”). Unless otherwise defined herein, terms used in this joint announcement shall have the same meanings as those defined in the Announcement.

### BACKGROUND

On 19 March 2015, Vendor A, a wholly owned subsidiary of Hanison and an indirect non-wholly owned subsidiary of HKRI, Vendor B, an indirect majority owned subsidiary of the Guarantor, and the Guarantor entered into the SPA with an independent third party to dispose of the entire issued share capital of Superior Choice and the Sale Loans.

Superior Choice is an investment holding company and its principal asset is the 100% equity interest in Excel Pointer which is the legal and beneficial owner of the Property.

### LISTING RULES IMPLICATIONS

The respective boards of Hanison and HKRI have been alerted to the position that the Disposal constitutes a connected transaction for each of them, as well as being a major transaction for Hanison and a discloseable transaction for HKRI.

This is the case because Vendor B and the Guarantor are connected persons of both Hanison and HKRI. They are connected on the basis that they are associates of one or more members of the Cha Family, who together control, through a combination of direct and indirect interests, each of HKRI and Hanison. As Vendor B is a co-seller of shares and loan interests in Superior Choice, selling its interests in Superior Choice alongside Vendor A, notwithstanding that the Purchaser is an independent third party, the Disposal constitutes a connected transaction for both Hanison and HKRI.

Accordingly, an extraordinary general meeting of Hanison (“**Hanison EGM**”) will be convened and held for the independent shareholders of Hanison to consider and, if thought fit, approve the Disposal and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Disposal; (ii) recommendations from the independent board committee of Hanison; and (iii) the advice from the independent financial adviser to the independent board

committee of Hanison and the independent shareholders of Hanison, together with a notice convening the Hanison EGM is proposed to be sent to the shareholders of Hanison on or before 25 April 2015.

An extraordinary general meeting of HKRI (“**HKRI EGM**”) will also be convened and held for the independent shareholders of HKRI to consider and, if thought fit, approve the Disposal and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Disposal; (ii) recommendations from the independent board committee of HKRI; and (iii) the advice from the independent financial adviser to the independent board committee of HKRI and the independent shareholders of HKRI, together with a notice convening the HKRI EGM is proposed to be sent to the shareholders of HKRI on or before 25 April 2015.

At the Hanison EGM, members of the Cha Family and their respective associates, which include for this purpose, HKRI and its subsidiaries, will abstain from voting on the resolution(s) to approve the Disposal. Moreover, at the HKRI EGM, members of the Cha Family and their respective associates will also abstain from voting on the resolution(s) to approve the Disposal.

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

By order of the board of  
**HKR International Limited**  
**Chung Sam Tin, Abraham**  
*Executive Director*

Hong Kong, 2 April 2015

\* Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong

As at the date of this joint announcement, the board of directors of Hanison comprises:

***Non-executive Chairman***

Mr. Cha Mou Sing, Payson

***Non-executive Directors***

Mr. Cha Mou Daid, Johnson

Dr. Lam Chat Yu

***Executive Directors***

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

Mr. Tai Sai Ho (*General Manager*)

***Independent Non-executive Directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun

As at the date of this joint announcement, the board of directors of HKRI comprises:

***Chairman***

Mr. Cha Mou Sing, Payson

***Non-executive Directors***

The Honourable Ronald Joseph Arculli

Mr. Cha Mou Daid, Johnson

Ms. Wong Cha May Lung, Madeline

***Deputy Chairman & Managing Director***

Mr. Cha Mou Zing, Victor

***Independent Non-executive Directors***

Dr. Cheng Kar Shun, Henry

Mr. Cheung Wing Lam, Linus

Ms. Ho Pak Ching, Loretta

Mr. Tang Kwai Chang

***Executive Directors***

Mr. Chung Sam Tin, Abraham

Mr. Tang Moon Wah