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**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)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Hanison Construction Holdings Limited (the “Company”) will be held at Concord Room 1, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 4 August 2009 at 10:30 a.m. for the purpose of transacting the following businesses:—

**ORDINARY BUSINESS**

1. To consider and adopt the audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report of the Company for the year ended 31 March 2009.
2. To declare a final dividend for the year ended 31 March 2009.
3. To re-elect Directors in place of those retiring.
4. To re-appoint Auditors for the ensuing year and to authorise the Directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions as **Ordinary Resolutions**:—

(A) **“THAT**:—

- (i) subject to paragraph (iii) below and all applicable laws, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares in the share capital of the Company and to make, issue, or grant offers, agreements, options, warrants and other securities including but not limited to bonds, debentures and notes convertible into shares in the Company, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make, issue or grant offers, agreements or options, warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;

(iii) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to or in consequence of:—

- (a) a Rights Issue (as hereinafter defined); or
- (b) an issue of ordinary shares in the Company under any option scheme or similar arrangement for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of ordinary shares in the Company or rights to acquire ordinary shares in the Company; or
- (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company from time to time,

shall not exceed the aggregate of:—

- (aa) twenty per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(A); and
- (bb) (if the Directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution 5(A) (up to a maximum equivalent to ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(A)),

and the said approval shall be limited accordingly; and

(iv) for the purpose of this Resolution 5(A):—

“Relevant Period” means the period from (and including) the date of passing of this Resolution 5(A) until whichever is the earliest of:—

- (a) the conclusion of the next Annual General Meeting of the Company;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; and
- (c) the revocation, variation or renewal of this Resolution 5(A) by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

(B) “**THAT**:—

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares which may be purchased or repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (i) above shall not exceed ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution 5(B), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution 5(B):—

“Relevant Period” means the period from (and including) the date of passing of this Resolution 5(B) until whichever is the earliest of:—

- (a) the conclusion of the next Annual General Meeting of the Company;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; and
- (c) the revocation, variation or renewal of this Resolution 5(B) by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT**, conditional upon the passing of the above Resolutions 5(A) and 5(B), the Directors of the Company be and are hereby authorized to exercise the powers referred to in paragraph (i) of Resolution 5(A) in respect of the share capital of the Company as referred to in sub paragraph (bb) of paragraph (iii) of Resolution 5(A).”

### **SPECIAL BUSINESS**

6. To consider, if thought fit, passing the following resolutions as **Special Resolutions**:

(A) “**THAT** the Memorandum of Association of the Company be and are hereby amended in the following manner:

By deleting the existing Clause 2 in its entirety and substituting therefor the following new Clause 2:

“The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited located at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place as the Directors may from time to time decide.””

(B) “**THAT** the Articles of Association of the Company (the “Articles”) be and are hereby amended in the following manner, with all expressions used in this resolution numbered 6(B) having the same meanings as set out in the Articles unless defined herein:

(i) Article 2

(a) By adding the following new definition immediately after the definition of “Board”:

“business day      “business day” shall mean any day on which the Exchange is open for the business of dealing in securities. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;”

(b) By deleting the definition of “electronic” in its entirety and substituting therefor the following new definition:

“electronic      “electronic” shall have the meaning given to it in the Electronic Transactions Law;”

(c) By adding the following new definition immediately after the definition of “Electronic Signature”:

“Electronic      “Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

(ii) Article 6(a)

By deleting the words “, and that any holder of shares of the class present in person or by proxy may demand a poll” in Article 6(a).

(iii) Article 73(a)

By deleting the existing Article 73(a) in its entirety and substituting therefor the following new Article 73(a):

“Subject to such other minimum period as may be specified in the Listing Rules from time to time, (a) an annual general meeting shall be called by not less than 20 clear business days’ notice in writing or 21 clear days’ notice (whichever is longer) in writing; (b) a meeting (other than an annual general meeting) called for the passing of a special resolution shall be called by not less than 21 clear days’ notice in writing or 10 clear business days’ notice (whichever is longer) in writing; and (c) a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by not less than 10 clear business days’ notice in writing or 14 clear days’ notice (whichever is longer) in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place and agenda of the

meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, as the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company. ”

(iv) Article 73(c)

By deleting the words “, on a poll,” in Article 73(c).

(v) Article 80

By deleting the existing Article 80 together with its margin note in its entirety and substituting therefor the following new Article 80 and margin note:

“Voting by Poll            80. At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”

(vi) Article 81

By deleting the existing Article 81 together with its margin note in its entirety and substituting therefor the following new Article 81 and margin note:

“Manner of Poll            81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time (not being more than thirty days from the date of the meeting or adjourned meeting) and place, as the Chairman directs. No notice need to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting.”

(vii) Article 82

By deleting the existing Article 82 in its entirety and substituting therefor the following new Article 82:

“A poll on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

(viii) Article 83

By deleting the existing Article 83 in its entirety and substituting therefor the following new Article 83:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”

(ix) Article 85

By deleting the existing Article 85 in its entirety and substituting therefor the following new Article 85:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who is present in person (or, in the case of a member being a corporation, is present by its duly authorised representative or a proxy) or by proxy shall have one vote for each fully paid share registered in his name in the register. A member entitled to more than one vote is under no obligation to cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member which is a recognized clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.”

(x) Article 88

By deleting the words “, whether on a show of hands or on a poll,” in the fifth line of Article 88 and by deleting the words “on a poll” in the last line of Article 88.

(xi) Article 90

By deleting the existing Article 90 in its entirety and substituting therefor the following new Article 90:

“Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”

(xii) Article 92

By deleting the existing Article 92 in its entirety and substituting therefor the following new Article 92:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(xiii) Article 94

By deleting the existing Article 94 in its entirety and substituting therefor the following new Article 94:

“The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.”

(xiv) Article 96(b)

By deleting the words “on a show of hands” in the last line of Article 96(b).

(xv) Article 163(c)

By deleting the existing Article 163(c) in its entirety and substituting therefor the following new Article 163(c):

“163. (c) To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the Listing Rules, where a member, in accordance with the Listing Rules and any applicable law, rules or regulations has consented to or is deemed to have consented to treat the publication of the Annual Report or the summary financial report as set out in Article 163(a) using electronic means or has consented to or is deemed to have consented to receiving the summary financial report instead of the Annual Report, as discharging the Company’s obligation under the Listing Rules and any applicable law, rules or regulations to send a copy of such relevant financial documents, then publication by the Company, in accordance with the Listing Rules and any applicable law, rules or regulations, using electronic means of such relevant financial documents and/or receipt by such member of the summary financial report at least 21 days before the date of the relevant general meeting, shall, in relation to each such member, be deemed to discharge the Company’s obligations under Article 163(a) provided that any person who is otherwise entitled to such financial documents of the Company may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, a complete printed copy of the Annual Report or the summary financial report not previously provided to him.”

(xvi) Article 167(a)

By deleting the existing Article 167(a) in its entirety and substituting therefor the following new Article 167(a):

“Any notice or document or any Corporate Communication may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or (in the case of a notice) by advertisement published in the newspapers or, to the extent permitted by the Listing Rules and any applicable laws, rules and regulations, by publishing it as an electronic communication to the member and/or any person entitled thereto or by placing it on the Company’s website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

(xvii) Article 168

By deleting the existing Article 168 in its entirety and substituting therefor the following new Article 168:

“A member shall be entitled to have notice served on him at any address within Hong Kong or by any electronic means in compliance with these Articles, legislation and the Listing Rules and any applicable laws, rules or regulations. Any member who has not given an express positive confirmation in writing or a deemed confirmation to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office or published on the Company’s website and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed or published on the Company’s website, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.”



By deleting the existing Article 169 in its entirety and substituting therefor the following new Article 169:

- “169. (a) Any notice or document (including any Corporate Communication) sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document (including any Corporate Communication) was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document (including any Corporate Communication) was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof.
169. (b) Any notice or other document (including any Corporate Communication) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
169. (c) Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the official publication and/or newspaper(s) are published on different dates).
169. (d) Any notice or document (including any Corporate Communication) sent by electronic means shall be deemed to have been served at the time when the notice or document (including any Corporate Communication) is transmitted by electronic means where no notification has been received by the Company that the electronic communication has not reached its recipient, except that any failure in transmission beyond the Company’s control shall not invalidate the effectiveness of the notice or document (including any Corporate Communication) being served.
169. (e) Any notice or document (including any Corporate Communication) published by electronic means (excluding publication on the Company’s website) shall be deemed to have been served on the day on which the notice or document (including any Corporate Communication) is so published.
169. (f) Any notice or document (including any Corporate Communication) published on the Company’s website shall be deemed to have been served (i) on the date on which the notification required under the Listing Rules is sent; or (ii) if later, the date on which the Corporate Communication first appears on the website after that notification is sent.”

(xix) By adding the following new heading and Article 182 in its entirety after the existing Article 181:

Electronic Transactions Law

“non-application of section 8 of the Electronic Transactions Law	section 8 of the Electronic Transactions Law shall not apply.”
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By Order of the Board  
**Lo Kai Cheong, Casey**  
*Company Secretary*

Hong Kong, 3 July 2009

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by reference to the order in which the names stand on the Registers of Members in respect of the joint holding.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
4. The Registers of Members of the Company will be closed from Monday, 3 August 2009 to Tuesday, 4 August 2009 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 31 July 2009.
5. With reference to the proposed resolutions No. 5(A) and 5(C), the Directors of the Company wish to state that they have no immediate plan to issue any new shares in the Company pursuant to the general mandates to be given thereunder.

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

***Non-executive chairman***

Mr. Cha Mou Sing, Payson

***Non-executive directors***

Mr. Cha Mou Daid, Johnson

Mr. Cha Yiu Chung, Benjamin

***Executive directors***

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

Mr. Tai Sai Ho (*General Manager*)

Dr. Lam Chat Yu

Mr. Shen Tai Hing

***Independent non-executive directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun