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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)

CONNECTED TRANSACTION

**CONTRACT IN RESPECT OF THE DESIGN AND CONSTRUCTION OF
PILING AND FOUNDATION WORKS**

THE CONTRACT

The Board announces that on 18 March 2013, the Contractor, a wholly-owned subsidiary of the Company, entered into the Contract with the Employer, pursuant to which the Contractor was engaged by the Employer to carry out the Works for the Proposed Hotel Development at a contract sum of HK\$19,700,000.

LISTING RULES IMPLICATIONS

The Employer is a company incorporated in Hong Kong with limited liability and owns the Proposed Hotel Development, which is in turn indirectly owned as to 50% by Mr. Cha Mou Sing, Payson (Chairman of the Company) and as to an aggregate of the remaining 50% by Mr. Wong Sue Toa, Stewart (Managing Director of the Company) together with Mrs. Wong Lui Kwok Wai (Spouse of Mr. Wong Sue Toa, Stewart).

Mr. Cha Mou Sing, Payson, being the Chairman of the Company, Mr. Wong Sue Toa, Stewart, being the Managing Director of the Company and Mrs. Wong Lui Kwok Wai, being an associate of Mr. Wong Sue Toa, Stewart, are connected persons under the Listing Rules. Accordingly, the Employer is a connected person of the Company for the purpose of the Listing Rules and the entering into the Contract constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios (as defined in the Listing Rules) calculated in respect of the Contract are more than 0.1% but less than 5%, the entering into the Contract is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

On 18 March 2013, the Contractor, a wholly-owned subsidiary of the Company, entered into the Contract with the Employer, pursuant to which the Contractor was engaged by the Employer to carry out the Works for the Proposed Hotel Development at the contract sum of HK\$19,700,000.

THE CONTRACT

Date

18 March 2013

Parties

- (1) Contractor : Hanison Foundation Limited, a wholly-owned subsidiary of the Company
- (2) Employer : Bontex International Limited

The Employer is a company incorporated in Hong Kong with limited liability and owns the Proposed Hotel Development, which is in turn indirectly owned as to 50% by Mr. Cha Mou Sing, Payson (Chairman of the Company) and as to an aggregate of the remaining 50% by Mr. Wong Sue Toa, Stewart (Managing Director of the Company) together with Mrs. Wong Lui Kwok Wai (Spouse of Mr. Wong Sue Toa, Stewart). Accordingly, the Employer is a connected person of the Company for the purpose of the Listing Rules.

Subject Matter

Pursuant to the Contract, the Employer agrees to pay the Contractor in consideration of its undertaking to carry out the Works for the Proposed Hotel Development.

Contract Sum

The contract sum for the Works is HK\$19,700,000.

The contract sum was arrived at after arm's length negotiation between the Employer and the Contractor having considered the market prices of other independent contractors for works of similar nature.

Payment Terms

The Employer will make progress payments to the Contractor based on the progress of the Works completed by the Contractor in accordance with the architect certificate issued by an independent architect.

INFORMATION ON THE COMPANY

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.

INFORMATION ON THE CONTRACTOR

The Contractor is principally engaged in the provision of property construction services. It is a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company.

INFORMATION ON THE EMPLOYER

The Employer is a company incorporated in Hong Kong with limited liability and owns the Proposed Hotel Development, which is in turn indirectly owned as to 50% by Mr. Cha Mou Sing, Payson (Chairman of the Company) and as to an aggregate of the remaining 50% by Mr. Wong Sue Toa, Stewart (Managing Director of the Company) together with Mrs. Wong Lui Kwok Wai (Spouse of Mr. Wong Sue Toa, Stewart).

REASON FOR AND BENEFITS OF THE TRANSACTION

The Board considers that given the experience of the Contractor in similar construction projects, undertaking the Works for the Proposed Hotel Development will enable the Contractor to fully utilize its expertise and resources and enhance its job reference.

The Directors (including the independent non-executive Directors) believe that the terms and conditions of the Contract are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined in the Listing Rules) calculated in respect of the Contract are more than 0.1% but less than 5%, the entering into the Contract is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Employer is a company incorporated in Hong Kong with limited liability and owns the Proposed Hotel Development, which is in turn indirectly owned as to 50% by Mr. Cha Mou Sing, Payson (Chairman of the Company) and as to an aggregate of the remaining 50% by Mr. Wong Sue Toa, Stewart (Managing Director of the Company) together with Mrs. Wong Lui Kwok Wai (Spouse of Mr. Wong Sue Toa, Stewart).

Mr. Cha Mou Sing, Payson, being the Chairman of the Company, Mr. Wong Sue Toa, Stewart, being the Managing Director of the Company and Mrs. Wong Lui Kwok Wai, being an associate of Mr. Wong Sue Toa, Stewart, are connected persons under the Listing Rules. Accordingly, the Employer is a connected person of the Company for the purpose of the Listing Rules and the entering into the Contract constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios (as defined in the Listing Rules) calculated in respect of the Contract are more than 0.1% but less than 5%, the entering into the Contract is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Mr. Cha Mou Sing, Payson (Chairman of the Company) and Mr. Wong Sue Toa, Stewart (Managing Director of the Company), who have material interest in the Contract, and Mr. Cha Mou Daid, Johnson and Mr. Cha Yiu Chung, Benjamin (non-executive Directors of the Company), who are associates of Mr. Cha Mou Sing, Payson but have no material interest in the Contract, have abstained from voting on the relevant Board resolution approving the Contract.

DEFINITIONS

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

“associate(s)”	has the meaning as ascribed under the Listing Rules
“Board”	the board of Directors
“Company”	Hanison Construction Holdings Limited (stock code: 896), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning as ascribed under the Listing Rules
“Contract”	the contract dated 18 March 2013 entered into between the Contractor and the Employer, pursuant to which the Contractor was engaged by the Employer to carry out the Works for the Proposed Hotel Development at a contract sum of HK\$19,700,000

“Contractor”	Hanison Foundation Limited, a company incorporated in Hong Kong with limited liability
“Directors”	directors of the Company
“Employer”	Bontex International Limited, a company incorporated in Hong Kong with limited liability
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Proposed Hotel Development”	the proposed hotel development at No. 53-59 Jervois Street, Sheung Wan, Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Works”	the design and construction of piling and foundation works

By order of the Board
HANISON CONSTRUCTION HOLDINGS LIMITED
Lo Kai Cheong
Company Secretary

Hong Kong, 18 March 2013

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

Independent non-executive directors
Mr. Chan Pak Joe
Dr. Lau Tze Yiu, Peter
Dr. Sun Tai Lun