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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)

### **RESULTS OF RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE AND ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

#### **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Friday, 5 February 2016, being the latest time for acceptance of, and payment for, the Rights Shares and application and payment for the excess Rights Shares:

- (a) 589 valid acceptances in respect of a total of 325,802,374 Rights Shares provisionally allotted under the Rights Issue had been received, representing approximately 94.37% of the total number of 345,231,025 Rights Shares available under the Rights Issue; and
- (b) 274 valid applications for a total of 87,472,905 excess Rights Shares had been received, representing approximately 25.34% of the total number of the Rights Shares available under the Rights Issue.

In aggregate, valid acceptances, applications and payments for a total of 413,275,279 Rights Shares, representing approximately 119.71% of the total number of the Rights Shares available under the Rights Issue, were received. Accordingly, the Rights Issue has been over-subscribed by 68,044,254 Rights Shares, representing approximately 19.71% of the total number of 345,231,025 Rights Shares available for subscription under the Rights Issue.

#### **UNDERWRITING AGREEMENT**

As all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement continues in full force and effect, the Underwriting Agreement and the Rights Issue became unconditional at 4:00 p.m. on Tuesday, 16 February 2016. Given the Rights Issue was over-subscribed, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

## **EXCESS RIGHTS SHARES**

Based on the number of valid acceptances referred to above, 19,428,651 Rights Shares were available for subscription under the EAFs. The Board resolved to allocate the 19,428,651 excess Rights Shares to those Qualifying Shareholders who applied for excess Rights Shares on a pro-rata basis with reference to the number of excess Rights Shares applied for by them. No preference was given to topping up odd lots to whole board lots.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

Share certificates for all fully-paid Rights Shares in respect of valid acceptances of the Rights Shares on PALs and successful applications for excess Rights Shares and the refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares will be posted to those entitled thereto by ordinary mail to their registered addresses at their own risk on Tuesday, 23 February 2016.

## **COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES**

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 24 February 2016.

## **ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

As a result of the Rights Issue, adjustments are required to be made to the exercise price and number of the outstanding Share Options in accordance with the terms of the Share Option Scheme and in compliance with Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005.

Reference is made to the prospectus of the Company dated 22 January 2016 in relation to the Rights Issue (the “**Prospectus**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus unless defined otherwise.

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## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue was as follows:

Name of the Shareholder	Immediately before completion of the Rights Issue (Note 1)		Immediately after completion of the Rights Issue (Note 1)	
	No. of Shares	Approximate % of the total issued Shares	No. of Shares	Approximate % of the total issued Shares
CCM (Note 2)	255,639,160	37.02	383,458,740	37.02
The Underwriter	0	0.00	1,068,720 (Note 3)	0.11
Members of the Cha Family (other than CCM and the Underwriter)	127,790,768	18.51	216,042,029	20.86
	<i>Sub-total:</i>			
	<i>Cha Family</i>	383,429,928	600,569,489	57.99
Independent public shareholders	307,032,123	44.47	435,123,587	42.01
<b>Total:</b>	<b>690,462,051</b>	<b>100.00</b>	<b>1,035,693,076</b>	<b>100.00</b>

*Notes:*

1. Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals in this table may not be arithmetic aggregations of the figures preceding them.
2. CCM is the trustee of certain but, not identical, discretionary trusts of which members of the Cha Family (comprising, amongst others, Mr. Cha Mou Sing, Payson and Mr. Cha Mou Daid, Johnson, being directors of the Company) are among the discretionary objects. Pursuant to the Irrevocable Undertaking executed by CCM, CCM subscribed for 127,819,580 Rights Shares in aggregate.
3. These Shares were the nil-paid Rights Shares transferred from one of the members of the Cha Family (other than CCM).

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The following adjustments will take effect from 23 February 2016, being the date of allotment and issue of the Rights Shares:

		<b>Before completion of the Rights Issue</b>		<b>After completion of the Rights Issue</b>	
		<b>Exercise price per Share</b>	<b>Number of outstanding Share Options</b>	<b>Adjusted exercise price per Share</b>	<b>Adjusted number of outstanding Share Options</b>
<b>Date of grant</b>	<b>Exercise period</b>				
26 November 2014	26 November 2014 to 25 November 2019	HK\$1.08	15,902,500	HK\$0.96	17,969,825

The auditor of the Company has issued a report of factual findings addressed to the Board on agreed-upon procedures performed on the computation in respect of the adjustments to the exercise price and the number of outstanding Share Options, stating that the aforesaid computation is mathematically accurate. Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

By order of the Board  
**HANISON CONSTRUCTION HOLDINGS LIMITED**  
**Wong Sue Toa, Stewart**  
*Managing Director*

Hong Kong, 22 February 2016

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*)

***Independent Non-executive Directors***

Mr. Chan Pak Joe

Dr. Lau Tze Yiu, Peter

Dr. Sun Tai Lun