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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Hanison Construction Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 896)

**PROPOSALS RELATING TO**  
**(i) RE-ELECTION OF DIRECTORS**  
**(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(iii) AMENDMENTS TO THE MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**  
**AND**  
**ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Hanison Construction Holdings Limited to be held at Yat Heen-Room I-V, Level 2, Alva Hotel By Royal, 1 Yuen Hong Street, Shatin, Hong Kong on Tuesday, 20 August 2024 at 2:00 p.m. is set out on pages 20 to 25 of this circular. Whether or not you intend to attend the meeting, you are advised to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

**No refreshment will be served at the AGM.**

25 July 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Yat Heen-Room I-V, Level 2, Alva Hotel By Royal, 1 Yuen Hong Street, Shatin, Hong Kong on Tuesday, 20 August 2024 at 2:00 p.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Hanison Construction Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the main board of the Stock Exchange (stock code: 896)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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
“Latest Practicable Date”	17 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto
“Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company adopted on 23 August 2022

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## DEFINITIONS

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“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company consolidating all proposed amendments set out in Appendix III to this circular, to be adopted by the Company upon the approval of the Shareholders at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company, which include treasury shares, if any (for the avoidance of doubt, the holders of treasury shares have no voting rights at the general meeting(s) of the Company)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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## LETTER FROM THE BOARD

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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 896)

*Directors:*

Mr. Cha Mou Daid, Johnson (*Chairman*)\*  
Mr. Wong Sue Toa, Stewart (*Managing Director*)  
Mr. Tai Sai Ho (*General Manager*)  
Mr. Chow Ka Fung  
Dr. Lam Chat Yu\*  
Mr. Chan Pak Joe#  
Dr. Lau Tze Yiu, Peter#  
Dr. Chan Fan Cheong, Tony#

\* *Non-executive Director*

# *Independent Non-executive Director*

*Registered Office:*

P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal Place of Business:*

22/F., Kings Wing Plaza 1  
3 On Kwan Street  
Shek Mun  
Shatin, New Territories  
Hong Kong

25 July 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS RELATING TO**  
**(i) RE-ELECTION OF DIRECTORS**  
**(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(iii) AMENDMENTS TO THE MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**  
**AND**  
**ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you the AGM Notice, and information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the granting to the Directors of general mandates to issue and buy back Shares; and (iii) the amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

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## **LETTER FROM THE BOARD**

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### **2. RE-ELECTION OF DIRECTORS**

Pursuant to Article 116 of the Memorandum and Articles of Association, Mr. Tai Sai Ho, Mr. Chan Pak Joe and Dr. Lau Tze Yiu, Peter shall retire from office by rotation at the AGM. All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed the structure, size and composition of the Board, as well as the biographies of the retiring Directors with reference to the Company's board diversity policy. It considers that the retiring Directors possess extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the Group's business and development and conform to the Company's board diversity policy. Mr. Chan Pak Joe and Dr. Lau Tze Yiu, Peter have served on the Board as independent non-executive Directors for more than 9 years. They meet the independence factors set out in Rule 3.13 of the Listing Rules. Mr. Chan and Dr. Lau have extensive experience and knowledge in their professional and expertise areas, which enable them to provide valuable strategic insights and facilitate effective decision-making of the Board. They have given valuable independent guidance and advice to the Company over the years. Based on all these relevant factors, the Nomination Committee considers that the long service of Mr. Chan and Dr. Lau would not affect their exercise of independent judgement and is satisfied that each of them has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director. The Board, taking into account the contributions of the retiring Directors to the Board and the Group during their tenure and their individual attributes enhancing the Board's diversity and optimal composition, concurs with the view of the Nomination Committee and recommends to the Shareholders the proposed re-election of the retiring Directors at the AGM.

Biographical details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

At the last annual general meeting of the Company held on 22 August 2023, a general mandate was given to the Directors to exercise the power of the Company to issue Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of the ordinary resolutions 7(A) and 7(C) as set out in the AGM Notice to give a fresh general mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares) not exceeding the sum of 20% of the number of Shares in issue (excluding any treasury shares) as at the date of passing of the resolution ("Share Issue Mandate") and the number of Shares bought back by the Company up to a maximum of 10% of the number of Shares in issue (excluding any treasury shares) as at the date of passing of the resolution.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the number of issued shares of the Company was 1,073,074,676 Shares and the Company did not have any treasury shares. On the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM on 20 August 2024 and the Company did not have any treasury shares, the Company would be allowed under the Share Issue Mandate to allot and issue and/or resell or transfer treasury shares of the Company (if permitted under the Listing Rules) involving up to 214,614,935 Shares representing 20% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing of the resolution.

The Directors have no immediate plan to issue any new Shares pursuant to the Share Issue Mandate. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.

#### **4. PROPOSED GENERAL MANDATE TO BUY BACK SHARES**

At the last annual general meeting of the Company held on 22 August 2023, a general mandate was given to the Directors to exercise the power of the Company to buy back Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of the ordinary resolution 7(B) as set out in the AGM Notice to give a fresh general mandate to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the number of Shares in issue (excluding any treasury shares) as at the date of passing of the resolution (“Share Buyback Mandate”).

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the buyback by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to you for your consideration of the Share Buyback Mandate, is set out in Appendix II to this circular.

#### **5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company on 28 June 2024. The Board proposed to amend the Memorandum and Articles of Association (“Proposed Amendments”) in order to (i) update and bring the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023); and (ii) make other consequential and housekeeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments and the adoption of the New Memorandum and Articles of Association shall be subject to the approval by the Shareholders by way of the passing of a special resolution by the Shareholders at the AGM. If the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are approved by the Shareholders, the New Memorandum and Articles of Association will become effective upon the approval by the Shareholders at the AGM.

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## **LETTER FROM THE BOARD**

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The Company has been advised by its legal advisers as to Hong Kong laws that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules, and the Company has been advised by its legal advisers as to Cayman Islands laws that the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are not inconsistent with Cayman Islands law. The Company confirms that there is nothing unusual about the Proposed Amendments for companies listed on the Stock Exchange.

### **6. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules and Article 80 of the Memorandum and Articles of Association, the votes of Shareholders at a general meeting will be taken by poll and the Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to Article 85 of the Memorandum and Articles of Association, on a poll, every member present in person 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.

### **7. NOTICE OF AGM**

The notice convening the AGM is set out on pages 20 to 25 of this circular. Enclosed with this circular is the form of proxy for use at the AGM. Whether or not you intend to attend the AGM, you are advised to read the AGM Notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

### **8. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Board considers that the above proposals relating to the re-election of Directors, the Share Issue Mandate, the Share Buyback Mandate, the extension of the Share Issue Mandate, and the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Wong Sue Toa, Stewart**  
*Managing Director*

*The followings are the details of the Directors proposed for re-election at the AGM.*

1. **Mr. Tai Sai Ho (Alias: David)**, aged 73, is an executive Director and the General Manager of the Company. Mr. Tai also serves as a member/the acting chairman of the General Business Committee and the Property Acquisition/Disposal Committee; and a member of the Nomination Committee and the Remuneration Committee of the Company. Mr. Tai joined the Group in 1989 and has extensive experience in public and private sectors of the building and civil engineering industries in Hong Kong. Mr. Tai is a non-executive director of Million Hope Industries Holdings Limited, whose securities are listed on the Stock Exchange. He is also a director of various subsidiaries of the Company. Mr. Tai holds a master degree in business administration from Asia International Open University in Macau, a master degree in construction management from University of New South Wales in Australia and a bachelor degree in civil engineering from National Cheng Kung University in Taiwan. Mr. Tai is a fellow of the Hong Kong Institute of Directors (FHKIoD) and the Hong Kong Institute of Construction Managers (FHKICM).

As at the Latest Practicable Date, Mr. Tai had notified the Company of his interests in 17,385,721 Shares and 5,454,000 share options of the Company within the meaning of Part XV of the SFO.

As Mr. Tai reached the retirement age of 65 under the Company's employment policy, he has been appointed for a fixed term of three years which is determinable by either party on a six-month notice, and his term of appointment is renewable subject to review by the Company. He is also subject to the retirement and re-election provisions in accordance with the Memorandum and Articles of Association and the Listing Rules. The remuneration of Mr. Tai is determined with reference to his duties and responsibilities, his individual and the Company's performance, and the market conditions. Under the Company's incentive bonus scheme, which was recommended by the Remuneration Committee and approved by the Board, an aggregate bonus payment equal to (i) 2.5% of the value of the Company in the event of a change of control of the Company to an independent third party unconnected to and not acting in concert with the Company's existing controlling shareholder; and (ii) 2.5% of the net asset value of any shares of a subsidiary that are distributed pursuant to any spin-off and separate listing of that subsidiary will be made to the participants of the scheme, chosen from among the executive directors of the Company and the directors of the Company's subsidiaries. Mr. Tai stands to receive incentive bonuses under the Company's incentive bonus scheme of up to 0.5%, should either of these types of corporate transaction transpire, such payments to be made, subject to his remaining employed at the relevant time, pursuant to his service agreement. For the year ended 31 March 2024, Mr. Tai received director's emoluments in a total sum of approximately HK\$5,114,000.

Save as disclosed herein, Mr. Tai has not held any directorship in other listed public companies, whether in Hong Kong or overseas, during the last three years, and does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

2. **Mr. Chan Pak Joe**, aged 71, has been an independent non-executive Director since November 2001. Mr. Chan also serves as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Chan has been an executive director of The Luk Hoi Tong Company, Limited since 1973. Mr. Chan is the founder of the “Li Zhi Bursary” of Tsinghua University in the People’s Republic of China (“PRC”). He is also the Vice-Chairman of “Love Relay Grant-in-Aid” of Fudan University in the PRC since September 2005. His community services include having served as a director of YMCA and as a member of the Remuneration Committee and the Audit Committee of the Hong Kong Housing Society.

As at the Latest Practicable Date, Mr. Chan had notified the Company of his interests in 2,830,100 Shares and 1,090,000 share options of the Company within the meaning of Part XV of the SFO.

The term of appointment of Mr. Chan is fixed for three years under his letter of appointment, which is determinable by either party on a 2-month notice and subject to the retirement and re-election provisions in accordance with the Memorandum and Articles of Association and the Listing Rules. Mr. Chan receives a director’s fee of HK\$350,000 per annum, which is determined by the Board with reference to his duties and responsibilities and the market conditions.

Mr. Chan has not held any directorship in other listed public companies, whether in Hong Kong or overseas, during the last three years, and does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

3. **Dr. Lau Tze Yiu, Peter**, aged 65, has been an independent non-executive Director since September 2004. Dr. Lau also act as the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. Dr. Lau was the Associate Dean of the School of Business of the Hong Kong Baptist University. He serves as Adjunct Professor in the School of Business of the Hong Kong Baptist University. He holds a bachelor degree in commerce from Saint Mary's University in Canada, a master degree in business administration from Dalhousie University in Canada and a doctorate degree of philosophy in accounting from The Chinese University of Hong Kong. He is a member of The Chartered Professional Accountants of Ontario (CPA, CA) in Canada, a member of the Chartered Professional Accountants of British Columbia (CPA, CMA) in Canada, a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA), and an associate member of The Taxation Institute of Hong Kong (ATIHK). He was also a president (1992-1993) of the City Lions Club of Hong Kong.

As at the Latest Practicable Date, Dr. Lau had notified the Company of his interests in 5,110,950 Shares within the meaning of Part XV of the SFO.

The term of appointment of Dr. Lau is fixed for three years under his letter of appointment, which is determinable by either party on a 2-month notice and subject to the retirement and re-election provisions in accordance with the Memorandum and Articles of Association and the Listing Rules. Dr. Lau receives a director's fee of HK\$350,000 per annum, which is determined by the Board with reference to his duties and responsibilities and the market conditions.

Dr. Lau has not held any directorship in other listed public companies, whether in Hong Kong or overseas, during the last three years, and does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Tai Sai Ho, Mr. Chan Pak Joe and Dr. Lau Tze Yiu, Peter which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buyback Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued shares of the Company comprised 1,073,074,676 Shares and the Company did not have any treasury shares. Subject to the passing of the relevant ordinary resolution to approve the Share Buyback Mandate and on the basis that no further Shares will be issued and/or repurchased prior to the date of AGM and the Company did not have any treasury shares, the Company would be allowed under the Share Buyback Mandate to buy back a maximum of 107,307,467 Shares, representing 10% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing of the resolution.

If the Company buys back Shares pursuant to the Share Buyback Mandate, the Company may (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Group's capital management needs at the relevant time of the buybacks.

To the extent that any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

## **REASONS FOR BUYBACKS**

The Directors believe that the proposed granting of the Share Buyback Mandate is in the interests of the Company and its Shareholders. While it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such buybacks may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share or may otherwise be in the interests of the Company. Further, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the applicable laws of the Cayman Islands. Share buyback will only be made when the Directors believe that such buybacks will benefit the Company and its Shareholders as a whole.

**FUNDING OF BUYBACKS**

Buybacks of Shares will be financed out of funds legally available for the purpose in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. Any buybacks by the Company may be made out of capital paid up on the Shares to be bought back, funds of the Company which would otherwise be available for dividend or distribution or out of an issue of new Shares made for the purpose of the buyback and, in the case of any premium payable on the buyback out of the funds of the Company which would otherwise be available for dividend or distribution or from sums standing to the credit of the share premium account of the Company. In addition, under the laws of the Cayman Islands, a payment out of capital by a company for the purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. There would not have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2024) in the event that the Share Buyback Mandate is exercised in full. The Directors do not propose to exercise the Share Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**UNDERTAKING**

The Directors, so far as the same may be applicable, will exercise the Share Buyback Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Buyback Mandate in the event that the Share Buyback Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Share Buyback Mandate is approved by the Shareholders.

The Directors confirm that neither this explanatory statement nor any proposed share buybacks under the Share Buyback Mandate has any unusual features.

## TAKEOVERS CODE

If as a result of a buyback of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

For the purpose of the Takeovers Code, certain members of the Cha Family (comprising, inter alios, Mr. Cha Mou Daid, Johnson (the Chairman of the Company)) as listed below had an aggregate interest in 569,687,112 Shares, representing approximately 53.08% of the issued shares of the Company as at the Latest Practicable Date.

<b>Members of the Cha Family</b>	<b>Direct and/or indirect interests in Shares</b>	<b>Approximate % of issued Shares</b>
CCM Trust (Cayman) Limited ("CCM Trust") <i>(Note 1)</i>	487,702,041	45.44%
LBJ Regents (PTC) Limited ("LBJ", formerly known as LBJ Regents Limited) <i>(Note 2)</i>	67,829,571	6.32%
Mr. Cha Mou Daid, Johnson <i>(Note 3)</i>	14,155,500	1.31%
<b>TOTAL</b>	<b><u>569,687,112</u></b>	<b><u>53.08%</u></b>

*Notes:*

- (1) These share interests comprise 383,458,740 Shares directly held by CCM Trust and 104,243,301 Shares held indirectly through Mingly Corporation's wholly-owned subsidiary. CCM Trust is interested in 87.5% equity interest in Mingly Corporation. CCM Trust is holding the 383,458,740 Shares as the trustee of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alios, Mr. Cha Mou Daid, Johnson (the Chairman of the Company)) are among the discretionary objects.
- (2) These share interests comprise 61,022,931 Shares directly held by LBJ and 6,806,640 Shares held indirectly through Bie Ju Enterprises Limited, its wholly-owned subsidiary. LBJ is holding the 61,022,931 Shares as the trustee of certain but not identical discretionary trusts of which members of the Cha Family (comprising, inter alios, Mr. Cha Mou Daid, Johnson (the Chairman of the Company)) are among the discretionary objects.
- (3) These share interests are held by Mr. Cha Mou Daid, Johnson personally.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buyback Mandate, the aggregate interests of certain members of the Cha Family as listed above would be increased from 53.08% to 58.98% of the issued shares of the Company. Such an increase in the Cha Family's aggregate interest would not apparently give rise to a mandatory offer obligation under Rule 26 of the Takeovers Code. At present, so far as known to the Directors, the Directors are not aware of any consequences of any repurchases made under the Share Buyback Mandate which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power of the Company to buy back Shares pursuant to the Share Buyback Mandate to the extent that it would reduce the total number of issued shares of the Company in the public hands to below 25%.

## SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
July	1.15	1.00
August	1.11	1.05
September	1.07	0.96
October	1.00	0.80
November	0.86	0.78
December	0.79	0.62
<b>2024</b>		
January	0.74	0.63
February	0.74	0.64
March	0.71	0.60
April	0.68	0.54
May	0.60	0.50
June	0.57	0.44
July (up to the Latest Practicable Date)	0.47	0.42

## SHARE BUYBACK MADE BY THE COMPANY

The Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the proposed changes to the Memorandum and Articles of Association. Unless otherwise specified herein, the regulations referred to herein are to the regulations of the Memorandum and Articles of Association.*

*The capitalised terms in the proposed amendments contained in this Appendix are terms defined in the Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the Memorandum and Articles of Association.*

I. *The cover page of the Memorandum and Articles of Association be revised as follows:*

...

**SECOND AMENDED AND RESTATED  
MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
HANISON CONSTRUCTION HOLDINGS LIMITED**

(adopted by special resolution passed on ~~23 August 2022~~ 20 August 2024)

...

II. *The heading of the memorandum of association of the Company be revised as follows:*

...

**SECOND AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
HANISON CONSTRUCTION HOLDINGS LIMITED**

(adopted by special resolution passed on ~~23 August 2022~~ 20 August 2024)

...

III. *The heading and provisions of the articles of association of the Company be revised as follows:*

...

**SECOND AMENDED AND RESTATED**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**HANISON CONSTRUCTION HOLDINGS LIMITED**

(adopted by special resolution passed on ~~23 August 2022~~ 20 August 2024)

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**Accounts**

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163. (b) Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be ~~made available in printed forms and/or using electronic means whether in the English language only, in the Chinese language only or in both the English language and the Chinese language and at the same time as the notice of annual general meeting sent~~ to every member of the company and every holder of debentures of the Company in compliance with the Listing Rules and any applicable law, rules or regulations, provided that the Company shall not be required to ~~make available send~~ those documents to ~~any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures whether in printed form or by electronic means.~~

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**Notices**

167. (a) Except as otherwise provided in these Articles and to the extent permitted by, and in compliance with the requirements of, the Listing Rules, 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 in any of the following manner:

- (i) ~~either personally or by sending it through the post in a prepaid letter addressed to such member by leaving it at his the registered address of such member as appearing in the register;~~
- (ii) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail, or such other means permitted and in compliance with all applicable laws and regulations, and the Listing Rules, where the notice or document is posted from one country to another);
- (iii) by electronic means by transmitting it to any electronic mail number or address or website supplied by the member to the Company;
- (iv) by posting such notice or document on the Company's website and the Exchange's website; or
- (v) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. or (in the case of 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.

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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. Intentionally omitted.~~

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.~~

(ed) Any notice or document (including Corporate Communication) published given by electronic means (excluding publication on the Company's website) shall be deemed to have been served or delivered on the day following that on which the notice or document (including any Corporate Communication) is so published it is successfully transmitted or at such later time as may be prescribed by the Listing Rules, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient.

- (f~~e~~) 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~~ served by being posted on the Company's website and the Exchange's website shall be deemed to be served at the time the notice and document first appears on the Company's website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules.

A certificate in writing signed by the Secretary or other person appointed by the Board that the notice or document has been sent or made available in accordance with such arrangement(s) shall be conclusive evidence thereof.

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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 896)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Hanison Construction Holdings Limited (“Company”) will be held at Yat Heen-Room I-V, Level 2, Alva Hotel By Royal, 1 Yuen Hong Street, Shatin, Hong Kong on Tuesday, 20 August 2024 at 2:00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive 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 2024.
2. To re-elect Mr. Tai Sai Ho as an executive director of the Company.
3. To re-elect Mr. Chan Pak Joe as an independent non-executive director of the Company.
4. To re-elect Dr. Lau Tze Yiu, Peter as an independent non-executive director of the Company.
5. To consider and, if thought fit, authorise the board of directors of the Company to fix the remuneration of all directors (including any new director who may be appointed) for the year ending 31 March 2025.
6. To re-appoint Deloitte Touche Tohmatsu as the independent auditor for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.

7. To consider and, if thought fit, pass the following resolutions, with or without amendments, 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 (including any sale or transfer of treasury shares) 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, 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 number of shares 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) together with the treasury shares of the Company to be sold or transferred 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 number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this Resolution 7(A); and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this Resolution 7(A) (up to a maximum equivalent to ten per cent of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this Resolution 7(A)),

and the said approval shall be limited accordingly; and

- (iv) for the purpose of this Resolution 7(A):

“Relevant Period” means the period from the passing of this Resolution 7(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; or
- (c) the revocation, variation or renewal of this Resolution 7(A) by an ordinary resolution of the shareholders of the Company in general meeting.

“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 register 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 recognised 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 buy back shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares which may be purchased or bought back 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 Code on Share Buy-backs pursuant to the approval in paragraph (i) above shall not exceed ten per cent of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this Resolution 7(B), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution 7(B):

“Relevant Period” means the period from the passing of this Resolution 7(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; or

- (c) the revocation, variation or renewal of this Resolution 7(B) by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT**, conditional upon the passing of the above Resolutions 7(A) and 7(B), the directors of the Company be and are hereby authorised to exercise the powers referred to in paragraph (i) of Resolution 7(A) in respect of the number of shares of the Company as referred to in sub-paragraph (bb) of paragraph (iii) of Resolution 7(A).”

**AS SPECIAL BUSINESS**

8. To consider and, if thought fit, pass the following resolution, with or without amendments, as a **Special Resolution**:

“**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 25 July 2024 (“Circular”), and the second amended and restated memorandum and articles of association of the Company (“New M&A”), which consolidates all the proposed amendments to the memorandum and articles of association of the Company mentioned in the Circular (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting), be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and that any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the memorandum and articles of association of the Company and the adoption of the New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board  
**Hanison Construction Holdings Limited**  
**Ma Lai King**  
*Company Secretary*

Hong Kong, 25 July 2024

*Notes:*

1. The register of members of the Company will be closed from 15 August 2024 to 20 August 2024 (both days inclusive) for the purpose of determining the identity of members who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 August 2024.
2. 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.
3. 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 register of members in respect of the joint holding.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or other authority shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (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 thereof should he so wish and, in such event, the form of proxy shall be deemed to be revoked.
5. The registration of the AGM will start at 1:30 p.m. on Tuesday, 20 August 2024. In order to ensure the meeting can start on time, shareholders or their proxies are encouraged to arrive for registration at least 15 minutes before the meeting starts.
6. No refreshment will be served at the AGM.
7. If Typhoon Signal No. 8 or above is expected to be issued as announced by the Hong Kong Observatory or remains hoisted on the date of the AGM, the Company will, where appropriate, post an announcement on the Company's website ([www.hanison.com](http://www.hanison.com)) and HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the shareholders of the Company for arrangements of the AGM in response to the signal issued.
8. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.