THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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)

PROPOSALS RELATING TO
(i) RE-ELECTION OF DIRECTORS
(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
(iii) RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Hanison Construction Holdings Limited to be held at Ballroom I, 2/F., Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Wednesday, 30 September 2026 at 10:00 a.m. is set out on pages 16 to 20 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 adjournment 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 annual general meeting.

29 July 2026

CONTENTS

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 Ballroom I, 2/F., Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Wednesday, 30 September 2026 at 10:00 a.m. or any adjournment thereof
"AGM Notice"	the notice convening the AGM
"Articles"	the articles of association of the Company
"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"	23 July 2026, 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

"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

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)

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#
Ms. Hao Quan#

* *Non-executive Director*
\# *Independent Non-executive Director*

Registered Office:
P.O. Box 309, Ugland 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

29 July 2026

Dear Shareholders,

PROPOSALS RELATING TO
(i) RE-ELECTION OF DIRECTORS
(ii) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
(iii) RE-APPOINTMENT OF AUDITOR
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 re-appointment of auditor of the Company.

2. RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles, Mr. Wong Sue Toa, Stewart, Dr. Lau Tze Yiu, Peter and Dr. Chan Fan Cheong, Tony shall retire from office by rotation at the AGM, and all the retiring Directors, being eligible, shall offer themselves for re-election at the AGM.

The nomination committee of the Company ("Nomination Committee") 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.

Dr. Lau Tze Yiu, Peter has served on the Board as independent non-executive Director for more than 9 years. He meets the independence factors set out in Rule 3.13 of the Listing Rules. Dr. Lau has extensive experience and knowledge in his professional and expertise areas, which enable him to provide valuable strategic insights and facilitate effective decision-making of the Board. He has 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 Dr. Lau would not affect his exercise of independent judgement and is satisfied that Dr. Lau 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 19 August 2025, 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 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.

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 30 September 2026 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.

4. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

At the last annual general meeting of the Company held on 19 August 2025, 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 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 Listing Rules, to provide requisite information to you for your consideration of the Share Buyback Mandate, is set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITOR

Pursuant to Article 165 of the Articles, Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Following the recommendation of the audit committee of the Company ("Audit Committee"), the Board proposed to re-appoint Deloitte Touche Tohmatsu as auditor of the Company with a term expiring upon the conclusion of the next annual general meeting of the Company, and proposed that the Board be authorised to fix its remuneration.

The estimated audit fee payable to Deloitte Touche Tohmatsu for the audit of the annual results of the Group for the year ending 31 March 2027 is expected to be no more than HK$3.5 million. The estimated audit fee has been determined after arm's length negotiations between the Company and Deloitte Touche Tohmatsu, taking into account, among other things, (i) the current structure and complexity of the Group's business and operations; (ii) the expected scope of audit work and reporting requirements, (iii) the anticipated audit timetable, and (iv) the level of audit resources and expertise required. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. The Board considers that the estimated audit fee is fair and reasonable based on the information presently available.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 80 of the Articles, 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 Articles, 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 need not cast all his votes in the same way.

7. NOTICE OF AGM

The AGM Notice is set out on pages 16 to 20 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 adjournment 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.

9. RECOMMENDATION

The Board considers that the proposed resolutions set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all 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. Wong Sue Toa, Stewart**, aged 80, joined the Group in 1989 and is the Managing Director of the Company. Mr. Wong also serves as the 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. Wong is the chairman and a non-executive director of Million Hope Industries Holdings Limited, whose securities are listed on the Stock Exchange. Before joining the Group, he was a director for several listed companies and a director of HKR International Limited (whose securities are listed on the Stock Exchange) until his resignation in December 2001. He is also a director of various subsidiaries of the Company. He has extensive experience in the construction and real estate fields. Mr. Wong holds a bachelor degree in science from San Diego State University and a master degree of science in civil engineering from Carnegie Mellon University in the United States of America. He is a member of the Hong Kong Institute of Construction Managers (MHKICM).

   As at the Latest Practicable Date, Mr. Wong had notified the Company of his interests in 58,460,619 Shares within the meaning of Part XV of the SFO.

   As Mr. Wong 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 by rotation provisions in accordance with the Articles and the Listing Rules. The remuneration of Mr. Wong 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. Wong stands to receive incentive bonuses under the Company's incentive bonus scheme of up to 1.0%, 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 2026, Mr. Wong received director's emoluments in a total sum of approximately HK$4,691,000.

   Save as disclosed herein, Mr. Wong 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. **Dr. Lau Tze Yiu, Peter**, aged 67, has been an independent non-executive director of the Company since September 2004. Dr. Lau also acts 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 two-month notice and subject to the retirement by rotation provisions in accordance with the Articles and the Listing Rules. Pursuant to his letter of appointment, 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.

3. **Dr. Chan Fan Cheong, Tony**, aged 74, has been an independent non-executive director of the Company since April 2023. Dr. Chan also serves as the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. He is an independent non-executive director of Hutchison Port Holdings Management Pte. Limited (the trustee-manager of Hutchison Port Holdings Trust which is listed on the Singapore Exchange, stock code: NS8U) and WeRide Inc. (a company listed on the Stock Exchange, stock code: 800). Dr. Chan was the President of King Abdullah University of Science and Technology ("KAUST") (2018-2024), the President of The Hong Kong University of Science and Technology (2009-2018), and Assistant Director of the Mathematical and Physical Sciences Directorate at the US National Science Foundation (2006-2009). He is on the Board of Trustees/Directors of: KAUST Investment Management Company, US; Skolkovo, Russia; The Hong Kong Academy of Sciences and Yidan Prize Foundation, Hong Kong. Dr. Chan is a member of the International Advisory Board of Westlake University in Hangzhou, China, and a Venture Partner for Beta Lab, a KSA-based venture capital fund in technology. He is (was) on the Advisory Board/Committee of the Academic Ranking of World Universities, China; King Fahd University of Petroleum & Minerals, KSA; Korea Advanced Institute of Science & Technology, Korea; NEOM, KSA (2018-2020); Saudi Data and AI (SDAIA) Supervisory National Strategy Committee of Data and AI, Saudi Arabia; RIKEN, Japan; SUSTech, China and University of Vienna (2015-2020). He had been on the Board of Trustees/Directors of: King Abdulaziz City of Science & Technology, Future Investment Initiative (FII Institute), KSA; Riyadh BioTech City, KSA. Dr. Chan had been a member of the KSA Research Development and Innovation Supreme Committee. He was a co-founder, Director (2000-2001) and Board member (2009-2020) of the US NSF Math Institute IPAM. Dr. Chan taught Computer Science at Yale University before joining UCLA as Professor of Mathematics in 1986 and was the Chair of the Department of Mathematics in 1997 and Dean of Physical Sciences (1991-1996).

Dr. Chan received his BS and MS degrees in Engineering from Caltech and his Ph.D. in Computer Science from Stanford University. He is a member of US National Academy of Engineering, a Fellow of IEEE, American Association for the Advancement of Science and Society for Industrial & Applied Math. Dr. Chan was awarded the 2020 SIAM Prize for Distinguished Service to the Profession, and the Honorary Doctorates from University of Strathclyde (2015) and University of Waterloo (2022).

The term of appointment of Dr. Chan is determinable by either party on a two-month notice and subject to the retirement by rotation provisions in accordance with the Articles and the Listing Rules. Pursuant to his letter of appointment, Dr. 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.

Save as disclosed herein, Dr. 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. As at the Latest Practicable Date, he does not hold any interests in the securities of the Company within the meaning of Part XV of the SFO.

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. Wong Sue Toa, Stewart, Dr. Lau Tze Yiu, Peter and Dr. Chan Fan Cheong, Tony 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 the 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 the 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 Articles 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 the 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 Articles 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 2026) 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 Articles 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.

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

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	**Lowest**
	HK$	*HK$*
2025		
July	0.280	0.235
August	0.280	0.243
September	0.290	0.246
October	0.265	0.235
November	0.290	0.233
December	0.300	0.233
2026		
January	0.260	0.210
February	0.237	0.210
March	0.249	0.217
April	0.265	0.234
May	0.290	0.247
June	0.280	0.239
July (up to the Latest Practicable Date)	0.310	0.234

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.

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 IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Hanison Construction Holdings Limited ("Company") will be held at Ballroom I, 2/F., Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Wednesday, 30 September 2026 at 10:00 a.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 2026.

2. To re-elect Mr. Wong Sue Toa, Stewart as a director of the Company.

3. To re-elect Dr. Lau Tze Yiu, Peter as a director of the Company.

4. To re-elect Dr. Chan Fan Cheong, Tony as a 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 2027.

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 or variation 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 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 or variation 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)."

By order of the Board
Hanison Construction Holdings Limited
Ngai Wing Yu
Company Secretary

Hong Kong, 29 July 2026

Notes:

1. The register of members of the Company will be closed from 25 September 2026 to 30 September 2026 (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 24 September 2026. The record date for determining the rights of attending and voting at the AGM is 30 September 2026.

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 notarially 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 adjournment 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 adjournment 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 9:30 a.m. on Wednesday, 30 September 2026. 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 a typhoon signal No. 8 or above, a black rainstorm warning signal, and/or "extreme conditions" announced by the Hong Kong Government is/are expected to be in force on the date of the AGM, the Company will, where appropriate, post an announcement on the Company's website (www.hanison.com) and HKEXnews website (www.hkexnews.hk) to notify the shareholders of the Company for arrangements of the AGM in response to the weather conditions.

8. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.