

*Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, 31 March 2015 (the “**Prospectus**”) issued by In Construction Holdings Limited (the “**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (the “**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about our Group and the Share Offer described below before deciding whether or not to invest in the Shares thereby offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.*

*Subject to the size of the Share Offer being equal to or more than HK\$100 million, in connection with the Share Offer, Oriental Patron Securities Limited as the Stabilisation Manager, its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilisation Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilisation Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilising period which begins on the Listing Date and is expected to expire on Saturday, 9 May 2015, being the 30th day after the last day for the lodging of applications under the Public Offer. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



**IN CONSTRUCTION HOLDINGS LIMITED**  
**現恆建築控股有限公司**

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

**SHARE OFFER**

<b>Number of Offer Shares</b>	<b>:</b>	<b>200,000,000 Shares (subject to the Adjustment Options)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>20,000,000 Shares (subject to adjustment)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>140,000,000 New Shares and 40,000,000 Sale Shares (subject to adjustment and the Adjustment Options)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.8 per Offer Share and expected to be not less than HK\$0.4 per Offer Share (payable in full in Hong Kong dollars on application, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% )</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>1500</b>

**Sole Sponsor, Sole Bookrunner and Sole Lead Manager**



Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Shares in issue and the Offer Shares (including any additional Shares which may be issued pursuant to the exercise of any of the Adjustment Options). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, 16 April 2015. In the event any of the Adjustment Options is exercised, an announcement will be made by the Company on the Company's website at [www.inconstruction.hk](http://www.inconstruction.hk), and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Share Offer comprises the Public Offer of 20,000,000 Shares (subject to adjustment) representing 10% of the Offer Shares initially available under the Share Offer, and the Placing of 180,000,000 Shares comprising 140,000,000 New Shares and 40,000,000 Sale Shares (subject to adjustment and the Adjustment Options), representing 90% of the Offer Shares initially available under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed "Structure and Conditions of the Share Offer" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.8 per Offer Share and is expected to be not less than HK\$0.4 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.8 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, which equal to a total of HK\$4,040.31 for one board lot of 5,000 Shares, subject to refund if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.8 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to have the allotted Public Offer Shares registered in their own names should complete and sign the **White** Application Forms. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should complete and sign the **Yellow** Application Forms.

Copies of the Prospectus, together with the **White** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 March 2015, until 12:00 noon on Thursday, 9 April 2015 from:

1. the following office of the Sole Bookrunner:

**Oriental Patron Securities Limited**  
27th Floor, Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

2. any of the following branches of the receiving bank:

**Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	Connaught Road Central Branch	13-14 Connaught Road Central
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay
<b>Kowloon</b>	Mei Foo Mount Sterling Mall Branch	Shop N47-49 Mount Sterling Mall, Mei Foo Sun Chuen
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	<b>New Territories</b>	Tai Po Branch

Copies of the Prospectus, together with the **Yellow** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 March 2015 until 12:00 noon on Thursday, 9 April 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **White** or **Yellow** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited – In Construction Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of Bank of China (Hong Kong) Limited referred to above on the following dates and during the following times:

Tuesday, 31 March 2015	—	9:00 a.m. to 5:00 p.m.
Wednesday, 1 April 2015	—	9:00 a.m. to 5:00 p.m.
Thursday, 2 April 2015	—	9:00 a.m. to 5:00 p.m.
Wednesday, 8 April 2015	—	9:00 a.m. to 5:00 p.m.
Thursday, 9 April 2015	—	9:00 a.m. to 12:00 noon

The application lists will open from 11:45 a.m. to 12:00 noon on Thursday, 9 April 2015, the last application date or such later time as described in the section headed “How to Apply for Public Offer Shares — Effect of Bad Weather Conditions on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares (i) in South China Morning Post (in English), (ii) in Sing Tao Daily (in Chinese), (iii) on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on the Company’s website ([www.inconstruction.hk](http://www.inconstruction.hk)) on Wednesday, 15 April 2015. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Public Offer will be available through a variety of channels from Wednesday, 15 April 2015 as described in the section headed “How to Apply for Public Offer Shares — Publication of Results of Allocations” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid certificate of title at 8:00 a.m. on Thursday, 16 April 2015 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Grounds for termination –” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 16 April 2015. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 1500.

By order of the Board  
**In Construction Holdings Limited**  
**Lau Pak Man**  
*Chairman*

Hong Kong, 31 March 2015

*As at the date of this announcement, the Board comprises Mr. Lau Pak Man, Mr. Cheng Wing Cheong and Ms. Kwan Kit Sum Kit as executive Directors; and Mr. Leung Chi Kin, Mr. Lam Chi Hung Louis and Mr. Yau Chi Man Norman (also known as Iao Chi Meng) as independent non-executive Directors.*

*Please also refer to the published version of this announcement in **South China Morning Post** (in English) and **Sing Tao Daily** (in Chinese).*