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HKC (HOLDINGS) LIMITED
香港建設(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 190)

(website: www.hkcholdings.com)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of HKC (Holdings) Limited (the “Company”) will be held at Tivoli, Regal Kowloon Hotel, 3rd Floor, 71 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 10 January 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the execution of the Supplemental Agreement (as defined in the circular of the Company dated 21 December 2011 (the “Circular”) of which this notice forms part) by 洋浦供水有限責任公司 (Yangpu Water Supply Company Limited**) (“YWSCL”) as supplier and 海南金海漿紙業有限公司 (Jinhai Paper Pulping Industrial Company Limited**) (“Jinhai”) as customer (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) for extending the term of the original water supply agreement by a further period of three years from 1 January 2012 to 31 December 2014 (both days inclusive) be and is hereby approved, confirmed and ratified;
- (b) the propose annual caps of RMB42,705,000 (about HK\$51,996,834) in respect of the value of the transaction between YWSCL and Jinhai for each of the three financial years ending 31 December 2014 be and is hereby approved and confirmed; and

* *For identification purposes only*

** *The unofficial English transliterations or translations are for identification purposes only.*

- (c) any one director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary or expedient to implement the Supplemental Agreement and the transaction contemplated thereunder.”

By order of the Board
HKC (HOLDINGS) LIMITED
NG Sum Yu, Phyllis
Company Secretary

Hong Kong, 21 December 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
9th Floor, Tower 1
South Seas Centre
75 Mody Road
Tsimshatsui East
Kowloon, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

As at the date of this announcement, the Board comprises 10 Directors, of which 3 are executive Directors, namely, Mr. OEI Kang, Eric, Mr. CHANG Li Hsien, Leslie and Mr. CHUNG Wai Sum, Patrick; 3 are non-executive Directors, namely, Mr. OEI Tjie Goan, Ms. YEN Teresa and Mr. WAN Ming Sun; 4 are independent non-executive Directors, namely, Mr. FAN Yan Hok, Philip, Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo and Mr. Albert Thomas DA ROSA, Junior.