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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 the Company will be convened at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 13 October 2011 at 10:30 a.m. for the following purposes considering and, if thought fit, passing, with or without modifications, the following resolutions, of which resolution numbered 1 will be proposed as a special resolution and resolutions numbered 2 and 3 will be proposed as ordinary resolutions of the Company:

SPECIAL RESOLUTION NO.1

“**THAT**, subject to the compliance with section 46(2) of the Companies Act 1981 of Bermuda and with effect from the date of passing this special resolution, the share premium account of the Company be reduced by the amount of HK\$1,134.0 million and that the directors of the Company (“Directors”) be and are hereby authorised to transfer the credit arising in the books of the Company as a result of such reduction to the contributed surplus account of the Company and to apply the contributed surplus of the Company for such purposes as permitted under the bye-laws of the Company and all applicable laws, including but not limited to, elimination of the entire accumulated losses of the Company as at 30 June 2011, and making distributions as contemplated under ordinary resolutions numbered 2 and 3 set out in the notice convening this meeting of which this resolution forms part, on and subject to the terms therein prescribed and the Directors be and are hereby authorized generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

* *For identification purposes only*

ORDINARY RESOLUTION NO.2

“**THAT** subject to the passing of special resolution no. 1 set out in the notice convening this meeting of which this resolution forms part, and compliance with section 54(1) of the Companies Act 1981 of Bermuda, the distribution be made out of the contributed surplus account of the Company to the Qualifying Shareholders (as defined in the circular of the Company dated 20 September 2011 (“Circular”)) by way of special dividend in cash on the following basis:

HK1 cent in cash for every Share held on the Record Date

(the said “Shares” and “Record Date” being defined in the Circular) and the Directors be and are hereby authorized generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing and transactions contemplated under this resolution including, without limitation, the determination of the exact amount to be distributed out of the contributed surplus of the Company under this resolution, fixing, re-fixing or making any variations to the Record Date and other aspects of the special dividend and the execution, amendment, supplement, delivery and implementation of any documents, agreements and deeds as they may deem fit in compliance with the legal and regulatory requirements and in the interests of the Company.”

ORDINARY RESOLUTION NO.3

“**THAT** subject to the passing of special resolution no. 1 set out in the notice convening this meeting of which this resolution forms part, and compliance with section 54(1) of the Companies Act 1981 of Bermuda, the distribution be made out of the contributed surplus account of the Company to the Qualifying Shareholders (as defined in the circular of the Company dated 20 September 2011 (“Circular”)) and such distribution be satisfied by way of distribution in kind of CRE Shares on the following basis:

57 CRE Shares for every 1,000 Shares held on the Record Date

(the said “CRE Shares”, “Shares” and “Record Date” all being defined in the Circular) and so in proportion for such greater or lesser number of Shares held subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions, obligations or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory, jurisdiction or otherwise howsoever and the Directors be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing and transactions contemplated under this resolution including, without limitation, the determination of the exact amount to be distributed out of the contributed surplus of the Company under this resolution, the determination of the mechanism and manner of the transfer or disposal of CRE Shares, fixing, re-fixing or making any variations to the Record Date and any other aspects of the Distribution and the execution,

amendment, supplement, delivery and implementation of any documents, agreements and deeds as they may deem fit in compliance with the legal and regulatory requirements and in the interests of the Company.”

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

Hong Kong, 20 September 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
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 above meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at 9/F., Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or adjournment thereof.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (4) As at the date hereof, the Board of Directors of the Company 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.