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## **HSIN CHONG CONSTRUCTION GROUP LTD.**

**新昌營造集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00404)**

### **ISSUE OF FURTHER CONSIDERATION PREFERENCE SHARES**

Reference is made to the circular of Hsin Chong Construction Group Ltd. (the “Company”) dated 4 November 2014 and the announcements of the Company dated 24 December 2014 and 8 January 2015, respectively. Unless otherwise stated, capitalised terms herein shall have the same meanings as those defined in the aforementioned circular and announcements when used in this announcement.

Based on the final Completion Accounts agreed today for the purposes of the Acquisition and assuming no deduction of any of the Holdback Amount or other claims, the Acquisition consideration was determined to be HK\$7,450,726,561. Accordingly, after taking into account the 4,559,729,988 Convertible Preference Shares issued at Completion, an additional 1,095,042,146 Convertible Preference Shares will be issued to the Vendor on or before 8 July 2015 pursuant to the Acquisition Agreement.

The issue of up to an aggregate of 554,166,666 Convertible Preference Shares (subject to adjustment in accordance with the Acquisition Agreement) have been held back pending (i) the issue of a state-owned land use rights certificate for Land 4; and (ii) the determination of any final adjustments to the Acquisition consideration on the account of any fines, fees or penalties for delays in commencement of construction works on the Property and the Certified Work Value.

Set out below is the shareholding structure of the Company immediately after (i) the issuance of the additional 1,095,042,146 Convertible Preference Shares (i.e. after the issuance of a total of 5,654,772,134 Convertible Preference Shares pursuant to the Acquisition); (ii) the full conversion of the 5,654,772,134 Convertible Preference Shares at the prevailing conversion ratio without regard to the applicable conversion restriction; and (iii) the maximum conversion of the 5,654,772,134 Convertible Preference Shares at the prevailing conversion ratio under the applicable conversion restriction.

	Upon issuance of the additional 1,095,042,146 Consideration Preference Shares		Immediately upon full conversion of the 5,654,772,134 Consideration Preference Shares (Note 1)		Immediately upon maximum conversion of the 5,654,772,134 Consideration Preference Shares under the applicable conversion restriction	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
天津物產集團有限公司 (Tewoo Group Co., Ltd*) and associates (Note 2)	513,861,240	9.90%	2,369,424,562	21.85%	2,369,424,562	29.88%
Neo Summit Limited	475,816,993	9.17%	475,816,993	4.39%	475,816,993	6.00%
Summit View Holdings Limited	991,041,796	19.10%	991,041,796	9.14%	991,041,796	12.50%
Dr. Wilfred WONG Ying Wai	26,000,000	0.50%	26,000,000	0.24%	26,000,000	0.33%
Mr. ZHOU Wei	48,932,000	0.94%	48,932,000	0.45%	48,932,000	0.62%
The Vendor	–	0.00%	3,799,208,812	35.04%	885,128,965	11.16%
Other existing public Shareholders	3,132,924,622	60.39%	3,132,924,622	28.89%	3,132,924,622	39.51%
	<u>5,188,576,651</u>	<u>100.00%</u>	<u>10,843,348,785</u>	<u>100.00%</u>	<u>7,929,268,938</u>	<u>100.00%</u>

*Notes:*

- As mentioned above, 1,095,042,146 Consideration Preference Shares will be issued on or before 8 July 2015.
- As at the date of this announcement, 天津物產集團有限公司 (Tewoo Group Co., Ltd\*) held interests in the Company through Riant Investment Co., Limited and Tewoo Investment Co., Limited, both of which are wholly-owned subsidiaries of 天津物產集團有限公司 (Tewoo Group Co., Ltd\*).

By order of the Board of  
**Hsin Chong Construction Group Ltd.**  
**Wilfred WONG Ying Wai**  
*Executive Chairman and Chief Executive Officer*

Hong Kong, 30 June 2015

*As at the date of this announcement, the Board comprises Dr. Wilfred WONG Ying Wai (Executive Chairman and Chief Executive Officer), Mr. Joseph CHOI Kin Hung, Mr. ZHOU Wei and Mr. Wilfred WU Shek Chun as Executive Directors; Mr. LIN Zhuo Yan (Non-executive Chairman), Mr. YAN Jie, Mr. CHEN Lei and Mr. CHUI Kwong Kau as Non-executive Directors; and Dr. Joseph CHOW Ming Kuen, Mr. CHENG Sui Sang, Mr. GAO Jingyuan and Ms. LEE Jai Ying as Independent Non-executive Directors.*

\* for identification purposes only