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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 10 JUNE 2009 AND FURTHER ADJUSTMENTS TO THE SUBSCRIPTION PRICE OF THE EXISTING WARRANTS (WARRANT CODE : 314)

The Board is pleased to announce that all the resolutions were duly passed by the Shareholders by way of poll at the SGM held on 10 June 2009.

As a result of the Share Premium Reduction and the Distribution, the Adjusted Existing Subscription Price will be further adjusted in accordance with the terms and conditions of the instrument constituting the Existing Warrants from HK\$1.96 per Share to HK\$1.95 per Share.

Reference is made to the announcements of HKC (Holdings) Limited (the “**Company**”) dated 15 April 2009, 22 April 2009, 18 May 2009 and 22 May 2009 and the circular of the Company dated 19 May 2009 (the “**Circular**”) in relation to the Bonus Warrant Issue, the Distribution and the Share Premium Reduction. Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions were duly passed by the Shareholders by way of poll at the special general meeting of the Company held on 10 June 2009 (the “**SGM**”). Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll results at the SGM were as follows:-

** For identification purposes only*

		Number of Votes (%)	
		For	Against
Special Resolution			
1.	To approve the Share Premium Reduction as set out in the special resolution in the notice convening the SGM.	4,658,924,075 (99.999526%)	22,075 (0.000474%)
Ordinary Resolution			
2.	To approve the Distribution as set out in the ordinary resolution in the notice convening the SGM.	4,658,887,882 (99.999526%)	22,075 (0.000474%)

As at the date of the SGM, the issued share capital of the Company was 8,255,363,313 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions at the SGM. There were no restrictions on the Shareholders to cast votes on any of the proposed resolutions at the SGM.

FURTHER ADJUSTMENTS TO THE SUBSCRIPTION PRICE OF THE EXISTING WARRANTS (WARRANT CODE: 314)

Reference is made to the announcements of the Company dated 18 July 2007 and 29 August 2007 and the circular of the Company dated 5 November 2007 relating to, inter alia, the Existing Warrants (the “**Existing Warrant Circular**”).

As stated in the Existing Warrant Circular, the Existing Warrants will entitle their holders to subscribe for the new Shares at the subscription price, being HK\$2.05 per Share (the “**Existing Subscription Price**”), subject to adjustment, upon exercise of one Existing Warrant at any time from the date of issue to the last day of the 24 months thereafter (both dates inclusive) (i.e., from 30 November 2007 to 30 November 2009).

As mentioned in the announcement of the Company dated 22 May 2009, the Existing Subscription Price has been adjusted from HK\$2.05 per Share to HK\$1.96 per Share (the “**Adjusted Existing Subscription Price**”) as a result of the Bonus Warrant Issue.

As a result of the approval of the Share Premium Reduction and the Distribution by the Shareholders at the SGM, the Adjusted Existing Subscription Price will be further adjusted in accordance with the terms and conditions of the instrument constituting the Existing Warrants (the “**Existing Instrument**”) from HK\$1.96 per Share to HK\$1.95 per Share (the “**Further Adjusted Existing Subscription Price**”).

The Further Adjusted Existing Subscription Price has been certified by an approved merchant bank (as defined in the Existing Instrument) in accordance with the terms and conditions of the Existing Instrument. The Further Adjusted Existing Subscription Price will take effect retroactively from the commencement of the business day immediately following 30 April 2009, being the Distribution Record Date.

By order of the Board
HKC (HOLDINGS) LIMITED
TSANG Sai Chung, Kirk
Company Secretary

Hong Kong, 10 June 2009

As at the date of this announcement, the board comprises 14 Directors, of which 4 are executive Directors, namely, Mr. OEI Kang, Eric, Mr. TSANG Sai Chung, Kirk, Mr. CHAN Kwok Fong, Joseph and Mr. TANG Sau Wai, Tom; 7 are non-executive Directors, namely, Mr. OEI Tjie Goan, Mr. LI Xueming, Mr. XU Zheng, Ms. YEN Teresa, Mr. WAN Ming Sun, Mr. Liu Guolin and Mr. FAN Yan Hok, Philip; 3 are independent non-executive Directors, namely, Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo and Mr. Albert Thomas DA ROSA, Junior.