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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 AND ADJUSTMENTS TO THE EXISTING WARRANTS AND THE OUTSTANDING SHARE OPTIONS

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolution as set out in the Notice in respect of the Bonus Issue was duly passed by the Shareholders by way of poll at the SGM held on 30 October 2009.

NUMBER OF BONUS SHARES TO BE ISSUED

Approximately 854,514,642 Bonus Shares will be issued under the Bonus Issue.

ADJUSTMENTS TO THE EXISTING WARRANTS AND THE OUTSTANDING SHARE OPTIONS

As a result of the Bonus Issue, adjustments will be made to the Company's Existing Warrants and the outstanding share options as follows:

- The subscription price of the 314 Warrants will be adjusted in accordance with the terms and conditions of the 314 Warrants Instrument from HK\$1.95 per Share to HK\$1.77 per Share.
- The subscription price of the 407 Warrants will be adjusted in accordance with the terms and conditions of the 407 Warrants Instrument from HK\$0.40 per Share to HK\$0.36 per Share.
- Pursuant to the terms of the Share Option Scheme, the relevant requirements of the Listing Rules and the Stock Exchange, the exercise prices of the 2006 Share Options, 2007 Share Options and 2008 Share Options will be adjusted from HK\$1.420 per Share, HK\$2.300 per Share and HK\$1.656 per Share to HK\$1.291 per Share, HK\$2.091 per Share and HK\$1.505 per Share, respectively, and the total number of Shares to be allotted and issued upon full exercise of the outstanding 2006 Share Options, 2007 Share Options and 2008 Share Options will be adjusted from 74,200,000 Shares, 10,000,000 Shares and 146,700,000 Shares to 81,620,000 Shares, 11,000,000 Shares and 161,370,000 Shares, respectively.

** For identification purposes only*

Reference is made to the announcements of HKC (Holdings) Limited (the “**Company**”) dated 18 September 2009 and 14 October 2009, respectively, the circular of the Company dated 9 October 2009 (the “**Circular**”) and the notice of SGM dated 9 October 2009 (the “**Notice**”) in relation to the Bonus Issue. Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolution as set out in the Notice in respect of the Bonus Issue was duly passed by the Shareholders by way of poll at the special general meeting of the Company held on 30 October 2009 (the “**SGM**”). Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer at the SGM for the purpose of vote-taking. The poll results at the SGM were as follows:-

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the Bonus Issue (including the capitalization of certain amount standing to the credit of the contributed surplus account of the Company).	4,554,816,262 (99.990429%)	435,996 (0.009571%)

Note: The full text of the resolution is set out in the Notice.

As at the date of the SGM, the total number of issued shares of the Company was 8,545,146,423 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the SGM. There were no restrictions on any Shareholders to cast votes on the resolution at the SGM.

NUMBER OF BONUS SHARES TO BE ISSUED

As disclosed in the Circular, the Bonus Issue is to be made on the basis of one (1) Bonus Share for every ten (10) Shares held by the Qualifying Shareholders on the Record Date i.e. 30 October 2009. As at the Record Date, there are 8,545,146,423 Shares in issue and therefor, approximately 854,514,642 Bonus Shares will be issued under the Bonus Issue.

ADJUSTMENTS TO THE EXISTING WARRANTS AND THE OUTSTANDING SHARE OPTIONS

As a result of the Bonus Issue, adjustments will be made to the subscription price of the outstanding warrants of the Company that were issued on 30 November 2007 (warrant code: 314) (the “**314 Warrants**”), the subscription price of the outstanding warrants of the Company that were issued on 22 May 2009 (warrant code: 407) (the “**407 Warrants**”), the exercise price of the outstanding share options granted by the Company pursuant to the Share Option Scheme, and the total number of Shares to be issued upon exercise of the outstanding share options and the details of such adjustments are set out below:-

- Pursuant to the terms and conditions of the instrument by way of deed poll dated 30 November 2007 creating the 314 Warrants (the “**314 Warrants Instrument**”), the subscription price of the 314 Warrants will be adjusted from HK\$1.95 per Share to HK\$1.77 per Share.
- Pursuant to the terms and conditions of the instrument by way of deed poll dated 22 May 2009 creating the 407 Warrants (the “**407 Warrants Instrument**”), the subscription price of the 407 Warrants will be adjusted from HK\$0.40 per Share to HK\$0.36 per Share.
- Pursuant to the terms of the Share Option Scheme, the relevant requirements of the Listing Rules and the letter issued by the Stock Exchange on 5 September 2005 enclosing, among other things, a supplementary guidance on Rule 17.03(13) of the Listing Rules, the exercise price and the total number of Shares to be allotted and issued upon full exercise of the outstanding share options will be adjusted as follows:

Date of Grant	Existing exercise price per Share (HK\$)	Adjusted exercise price per Share (HK\$)	Existing total number of Shares exercisable under the outstanding share options	Adjusted total number of Shares exercisable under the outstanding share options
15 December 2006 (“2006 Share Options”)	1.420	1.291	74,200,000	81,620,000
3 July 2007 (“2007 Share Options”)	2.300	2.091	10,000,000	11,000,000
1 February 2008 (“2008 Share Options”)	1.656	1.505	146,700,000	161,370,000

Save for the above adjustments, all other terms and conditions of the 314 Warrants Instrument, the 407 Warrants Instrument and the Share Option Scheme remain unchanged.

The above adjustments have been certified by an approved merchant bank/independent financial adviser in accordance with the respective terms and conditions of the 314 Warrants Instrument, the 407 Warrants Instrument and the Share Option Scheme. Such adjustments will take effect from the day immediately following the Record Date.

By order of the Board
HKC (HOLDINGS) LIMITED
MOK Ming Wai
Company Secretary

Hong Kong, 30 October 2009

As at the date of this announcement, the board comprises 13 Directors, of which 3 are executive Directors, namely, Mr. OEI Kang, Eric, Mr. WAN Man Yee 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.