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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)

(Warrant code: 1403)

(website: www.hkcholdings.com)

ANNOUNCEMENT PURSUANT TO RULE 2.1 OF THE TAKEOVERS CODE IN RELATION TO MANDATORY UNCONDITIONAL CASH OFFERS BY

SOMERLEY CAPITAL LIMITED

FOR AND ON BEHALF OF CREATOR HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED SHARES AND ALL THE OUTSTANDING WARRANTS (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY CREATOR HOLDINGS LIMITED AND PARTIES ACTING IN CONCERT WITH IT) AND TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF HKC (HOLDINGS) LIMITED

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

This announcement is made by HKC (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 2.1 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the announcements of the Company dated 26 January 2015 (the “**First Announcement**”), 29 January 2015, 2 February 2015 and 6 February 2015 in relation to, among others, the mandatory unconditional cash offers by Somerley Capital Limited on behalf of Creator Holdings Limited to acquire all the issued Shares and outstanding Warrants (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and to cancel all the outstanding Share Options. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the First Announcement.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Board is pleased to announce that First Shanghai Capital Limited (“**First Shanghai**”), a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee regarding the terms of the Offers. The appointment of First Shanghai as the Independent Financial Adviser has been approved by the Independent Board Committee. The advice of First Shanghai in relation to the Offers will be included in the Composite Document to be despatched by the Company and the Offeror in accordance with the Takeovers Code.

By Order of the Board
HKC (Holdings) Limited
OEI Kang, Eric
Executive Director and Chief Executive Officer

Hong Kong, 11 February 2015

As at the date of this announcement, the Board comprises nine directors, of which Mr. OEI Kang, Eric, Mr. CHAN Kwok Fong, Joseph, Mr. LEE Shiu Yee, Daniel and Mr. WONG Jake Leong, Sammy are executive directors; Mr. OEI Tjie Goan and Ms. YEN Teresa are non-executive directors; and Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo and Mr. Albert Thomas DA ROSA, Junior are independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

* *For identification purposes only*