

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in HKC (Holdings) Limited, you should at once hand this circular, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

Board of Directors:

- * OEI Tjie Goan (Chairman)
- # OEI Kang, Eric (Chief Executive Officer)
- # LEE Shiu Yee, Daniel
- # WONG Jake Leong, Sammy
- # LEUNG Wing Sum, Samuel
- @ CHUNG Cho Yee, Mico
- @ CHENG Yuk Wo
- @ Albert Thomas DA ROSA, Junior

Executive Director

* Non-executive Director

@ Independent non-executive Director

Registered office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal place of business in

Hong Kong:
9/F., Tower 1,
South Seas Centre,
75 Mody Road,
Tsimshatsui East,
Kowloon,
Hong Kong

18 September 2015

To the holders of Warrants and, for information only,
shareholders of the Company

Dear Sir or Madam,

EXPIRY AND PROPOSED WITHDRAWAL OF THE LISTING OF WARRANTS (WARRANT CODE: 1403) AND TRADING ARRANGEMENTS

The board of directors of HKC (Holdings) Limited (the “Company”) issues this circular to draw to the attention of the holders of the existing outstanding warrants of the Company (warrant code: 1403) (the “Warrants”) the expiry and proposed withdrawal of listing of the Warrants and the related trading arrangements.

Under the terms and conditions of the instrument constituting the Warrants dated 23 September 2014 (“Instrument”), the subscription rights attaching to the Warrants entitling the holder to subscribe for new share of HK\$0.01 each (“Share”) in the capital of the Company at the subscription price of HK\$0.17 per Share will lapse after 4:00 p.m. on Thursday, 15 October 2015.

* For identification purpose only

Any subscription rights attaching to the Warrants which have not been exercised by 4:00 p.m. on Thursday, 15 October 2015 will lapse. The Warrant certificates will cease to be valid.

All holders of the Warrants should note the following arrangements regarding dealings in, transfers of and exercise of the subscription rights attaching to the Warrants:

1. **The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") is Monday, 12 October 2015.** Trading in the Warrants on the Stock Exchange will cease after 4:00 p.m. on Monday, 12 October 2015.
2. **The listing of the Warrants will be withdrawn from the Stock Exchange after 4:00 p.m. on Thursday, 15 October 2015, an application has been made by the Company to the Stock Exchange for the withdrawal of listing of the warrants with effect from 4:00 p.m. on Thursday, 15 October 2015.**
3. Registered holders of the Warrants who wish to exercise the subscription rights attaching to the Warrants must lodge by **not later than 4:00 p.m. on Thursday, 15 October 2015** the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the "**Registrar**"), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, with:
 - (a) the relevant certificate(s) of the Warrants;
 - (b) the duly completed and signed subscription form(s); and
 - (c) remittances for the relevant subscription moneys.
4. Holders of the Warrants who have not registered their holdings in such Warrants in their own names and wish to exercise the subscription rights attaching thereto must lodge by **not later than 4:00 p.m. on Thursday, 15 October 2015** the Registrar at the above-mentioned address with:
 - (a) the relevant duly executed and stamped instrument(s) of transfer and/or other document(s) of title;
 - (b) the relevant certificate(s) of the Warrants;
 - (c) the duly completed and signed subscription form(s); and
 - (d) remittances for the relevant subscription moneys.
5. Under the terms of the Instrument, new Shares will be allotted and issued not later than 21 business days after the date of exercise of the subscription rights attaching to the Warrants. Shares to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will, when issued, rank *pari passu* in all respects with the then existing issued Shares. Any subscription forms lodged with the Registrar later than 4:00 p.m. on Thursday, 15 October 2015 are not valid and will not be accepted.
6. For information purposes, the closing prices of the Shares and the Warrants as quoted on the Stock Exchange on Tuesday, 15 September 2015 (being the latest practicable date prior to the printing of this circular) were HK\$0.171 per Share and HK\$0.010 per unit of Warrant respectively.

Holders of the Warrants who are in doubt as to their position or as to the actions to be taken should consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

Yours faithfully,
For and on behalf of
HKC (HOLDINGS) LIMITED
OEI Kang, Eric
Executive Director & Chief Executive Officer