

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

BHCC Holding Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1552)

CONNECTED TRANSACTION

CONSTRUCTION AGREEMENT

The Board announces that on 30 November 2017, BHCC Construction, an indirect wholly-owned subsidiary of the Company, and Marshall Development entered into a Construction Agreement for a consideration of S\$2.1 million.

Marshall Development is a company incorporated in Singapore and is owned as to 37.5% by Mr. Yang and 12.5% by Ms. Han. Accordingly, Marshall Development is an associate of Mr. Yang and a connected person of the Company under Chapter 14A of the Listing Rules and the Construction Agreement constitutes a connected transaction of the Company. As the relevant Percentage Ratios in respect of the consideration to be received by BHCC Construction under the Construction Agreement exceed 0.1%, but all of them are less than 5%, the Construction Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but exempt from the circular (including independent financial advice) and independent shareholders' approval requirement.

INTRODUCTION

The Board announces that on 30 November 2017, BHCC Construction, an indirect wholly-owned subsidiary of the Company, and Marshall Development entered into a Construction Agreement.

THE CONSTRUCTION AGREEMENT

Set out below is a summary of the Construction Agreement:

Date : 30 November 2017

Parties : Marshall Development (as the client)
BHCC Construction (as the contractor)

Pursuant to the Construction Agreement, Marshall Development had engaged BHCC Construction as the contractor to carry out construction works at a consideration of S\$2.1 million (equivalent to approximately HK\$12.2 million). The consideration is payable by Marshall Development to BHCC Construction in cash by monthly progress payments for works executed and materials, goods and equipment delivered. The consideration was determined having regard to the costs of sub-contracts, materials, manpower and overheads required for undertaking and completing the works under the agreement.

REASONS FOR AND BENEFITS OF THE TRANSACTION

BHCC Construction has the necessary experience, capabilities and skills required to carry out new building works as specified under the Construction Agreement. The Board is of the view that it was in the benefit for the Company to undertake this construction project as the entering into of the Construction Agreement is in the ordinary course of business of BHCC Construction with a consideration based on fair market value. Furthermore, it also allowed the Company to gain experience in building projects of such nature.

The Directors (including the independent non-executive Directors) consider that the Construction Agreement was entered into in the ordinary and usual course of business of the Group, on normal commercial terms and in the interests of the Company and its Shareholders as a whole, and that its terms are fair and reasonable.

APPROVAL BY THE BOARD OF DIRECTORS

The Board considered that Mr. Yang and Ms. Han have a material interest in the Construction Agreement and the transaction contemplated thereunder in view of their respective shareholdings in Marshall Development. Therefore, they had abstained from voting on the relevant Board resolutions relating to the Construction Agreement.

Save as disclosed, none of the other Directors is regarded as having a material interest in the transaction under the Construction Agreement and none was required to abstain from voting on the board resolution for approving the Construction Agreement.

INFORMATION ON THE PARTIES INVOLVED IN THE TRANSACTION

The Group is principally engaged in the business of provision of building and construction works in Singapore. The Group is also specialized in reinforcement concrete works which it has undertaken on a selected basis.

BHCC Construction is a company established in Singapore and an indirect wholly owned subsidiary of the Company principally engaged in the business of provision of building and construction works in Singapore.

Marshall Development is a company established in Singapore and is principally engaged as an investment holding company.

LISTING RULES IMPLICATIONS

BHCC Construction is considered an indirect wholly-owned subsidiary of the Company under the Listing Rules. Marshall Development is a company incorporated in Singapore and is owned as to 37.5% by Mr. Yang and 12.5% by Ms. Han. Accordingly, Marshall Development is an associate of Mr. Yang and a connected person of the Company under Chapter 14A of the Listing Rules and the Construction Agreement constitutes a connected transaction of the Company.

As the relevant Percentage Ratios in respect of the consideration to be received by BHCC Construction under the Construction Agreement exceed 0.1%, but all of them are less than 5%, the Construction Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but exempt from the circular (including independent financial advice) and independent shareholders' approval requirement.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings set out below:

“ associate(s) ”	has the meaning ascribed thereto under the Listing Rules
“ Board ”	the board of Directors of the Company
“ BHCC Construction ”	BHCC Construction Pte. Ltd. is a company established in Singapore and an indirect wholly owned subsidiary of the Company principally engaged in the business of provision of building and construction works in Singapore
“ Company ”	BHCC Holding Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1552)
“ connected person(s) ”	has the meaning ascribed thereto under the Listing Rules
“ Construction Agreement ”	the contract dated 30 November 2017 entered into between Marshall Development and BHCC Construction to carry out construction works
“ Director(s) ”	the director(s) of the Company
“ Marshall Development ”	Marshall Development Pte. Ltd. is a company incorporated in Singapore with limited liability, which notwithstanding it is indirectly held as to 37.5% by Mr. Yang and 12.5% by Ms. Han
“ Mr. Yang ”	Mr. Yang Xinping, Chairman and executive Director of the Company
“ Ms. Han ”	Ms. Han Yuying, an executive Director of the Company
“ Group ”	the Company and its subsidiaries
“ Hong Kong ”	the Hong Kong Special Administrative Region of the People’s Republic of China
“ Listing Rules ”	the Rules Governing the Listing of Securities on the Stock Exchange
“ Percentage Ratio(s) ”	the percentage ratio(s) described under Rule 14.07 of the Listing Rules
“ Shareholder(s) ”	the shareholder(s) of the Company
“ Stock Exchange ”	The Stock Exchange of Hong Kong Limited

“subsidiary(ies)”	has the same meaning as ascribed to it under the Listing Rules
“S\$”	Singapore dollars, the lawful currency of the Republic of Singapore
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	Per cent

Note: The figures in S\$ are converted into HK\$ at the rate of S\$1.00 : HK\$5.79 throughout this announcement for indicative purpose only, and should not be construed as a representation that any amount has been, could have been or may be, exchanged at this or any other rate.

By order of the Board
BHCC Holding Limited
Yang Xinping
Chairman and executive Director

Singapore, 12 April 2019

As at the date of this announcement, the executive Directors are Mr. Yang Xinping and Ms. Han Yuying; and the independent non-executive Directors are Mr. Ooi Soo Liat, Ms. Chan Bee Leng and Ms. Li Xueling, Sharlene.