
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, together with the enclosed form of proxy, 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.

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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)

PROPOSALS INVOLVING (I) GRANTING OF THE GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, (II) RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of HKC (Holdings) Limited to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 26 May 2020 at 4:00 p.m. is set out on pages 15 to 18 of this circular.

If you are not able to attend the meeting, you are strongly advised to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong or the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 3 of this document for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 (COVID-19) at the AGM, including:

- **recommended wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 26 May 2020 at 4:00 p.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	HKC (Holdings) Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate, proposed to be granted to the Directors at the AGM, to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of the relevant resolution
“Latest Practicable Date”	17 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice of AGM”	the notice convening the AGM as set out at the end of this circular
“Repurchase Mandate”	the general mandate, proposed to be granted to the Directors, to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial or controlling shareholders”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (ii) No refreshment will be served, and there will be no corporate gift.
- (iii) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our e-mail at info@hkcholdings.com.

If any Shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer agent in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong
Email: hkinfo@computershare.com.hk
Tel: 2862 8555
Fax: 2865 0990



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香港建設(控股)有限公司*

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Executive Directors:

Mr. OEI Kang, Eric (*Chairman and Chief Executive Officer*)
Mr. LEE Shiu Yee, Daniel
Mr. WONG, Sammy Jake Leong
Mr. LEUNG Wing Sum, Samuel (*Chief Financial Officer*)

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. CHENG Yuk Wo
Mr. Albert Thomas DA ROSA, Junior
Mr. VOON Hian-fook, David

*Principal place of business
in Hong Kong:*

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

23 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
(I) GRANTING OF THE GENERAL MANDATES
TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
(II) RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the Notice of AGM and information regarding the resolutions to be proposed at the AGM relating to (i) the grant to the Directors of general mandates to issue and repurchase Shares; and (ii) the re-election of Directors.

* *For identification purpose only*

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

At the last annual general meeting of the Company held on 20 May 2019, general and unconditional mandates were given to the Directors to exercise the powers of the Company to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the AGM. The Board considers that it is appropriate, and also in the interests of the Company, to refresh the Issue Mandate to give general power and flexibility to the Directors to allot and issue of new Shares in a speedy manner as and when opportunities arise, particularly in the current volatile stock market. Further, the Repurchase Mandate would allow the Directors to make repurchases of the Shares on the market if and when it is in the interests of the Company to do so, including where the return to the Shareholder could be enhanced or the capital of the Company could be optimized by repurchases at appropriate terms and time. The Directors believe that a renewal of such mandates is in the interest of the Company and the Shareholders.

Accordingly, ordinary resolutions will be proposed at the AGM to approve the granting of fresh general mandates to the Directors to exercise the powers of the Company to (i) allot and issue new Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue immediately after the passing of the resolution, and (ii) repurchase Shares representing up to 10% of the aggregate nominal amount of the share capital of the Company in issue immediately after the passing of the resolution. Based on 511,683,246 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Issue Mandate to allot and issue a maximum of 102,336,649 Shares. In addition, a further ordinary resolution will also be proposed to extend the authority to issue Shares under the Issue Mandate by an additional amount representing such nominal amount of Shares repurchased up to 10% of the issued share capital of the Company at the date of the granting of the Repurchase Mandate. The Board wishes to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

An explanatory statement, as required by the Listing Rules, containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in the Appendix to this circular.

RE-ELECTION OF DIRECTORS

At the AGM, Mr. WONG, Sammy Jake Leong and Mr. CHENG Yuk Wo will retire from office by rotation in accordance with Bye-law 85 of the Company's Bye-laws and being eligible, will offer themselves for re-election as Directors. In addition, Mr. VOON Hian-fook, David who was newly appointed by the Board on 1 February 2020, will also retire from office in accordance with bye-law 84 of the Bye-Laws and will offer himself for re-election as Directors.

The nomination committee of the Company (the "Nomination Committee") has assessed and review the written confirmations of independence of Mr. CHENG Yuk Wo and Mr. VOON Hian-fook, David who have offered themselves for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that they remains independent in accordance with Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

In addition, the Nomination Committee has evaluated the contribution of Mr. CHENG based on criteria set out in the nomination policy adopted by the Company (the “**Nomination Policy**”) including but not limited to his reputation for integrity, accomplishment and experience that are relevant to the operations of the Group and his commitment in respect of sufficient time, interest and attention to the Company’s affairs. The Nomination Committee is of the view that Mr. CHENG will bring to the Board perspectives, skills and experience as further described in his biographies below.

Furthermore, Mr. VOON had been appointed as an independent non-executive Director of the Company on 1 February 2020. The Nomination Committee has evaluated his skills, backgrounds, experiences and professional accomplishments that are valuable to the operations of the Group. The Nomination Committee is of the view that Mr. VOON will bring to the Board perspectives, skills and experiences as further described in his biographies below.

Based on the board diversity policy adopted by the Company (the “**Board Diversity Policy**”), the Nomination Committee considers that Mr. CHENG and Mr. VOON can contribute to the diversity of the Board, in particular, with Mr. CHENG’s accounting and finance experiences and Mr. VOON’s corporate finance experiences.

Therefore, the Board, with the recommendation of the Nomination Committee, supports Mr. CHENG’s and Mr. VOON’s re-election as independent non-executive Directors at the AGM.

Procedures for Re-election of Director at General Meeting

The Nomination Committee will recommend to the Board for the re-election of a Director (including independent non-executive Directors) in accordance with the following process as set out in the Nomination Policy:

- i. The Nomination Committee reviews the overall contribution to the Company of the retiring Director.
- ii. The Nomination Committee also reviews and determines whether the retiring Director continues to meet the selection criteria set out in the Nomination Policy.
- iii. The Nomination Committee shall recommend to the Board which shall then make recommendation to the Shareholders in respect of the proposed re-election of Director at the general meeting.

Further information about the Board’s composition and diversity as well as the summary of the Nomination Policy and Board Diversity Policy are disclosed in the Corporate Governance Report of the Company’s 2019 Annual Report. Biographical details of the Directors who are proposed to be re-elected at the AGM are set out below:

(a) Mr. WONG, Sammy Jake Leong (*Executive Director*)

Mr. WONG, Sammy Jake Leong, aged 59, has been appointed as Executive Director of the Company since January 2014. He has been instrumental in raising funds for the Group and is currently serving as a member of the Executive Committee of the Company. He is also a director of certain subsidiaries of the Group. Mr. WONG is the Investor Relations

LETTER FROM THE BOARD

Director of the Group and has been with the Group since 2007. He has also served as a former Chief Financial Officer. Mr. WONG is an Executive Director of China Renewable Energy Investment Limited (“CRE”), a listed subsidiary of the Company, the shares of which are listed on the Main Board of the Stock Exchange. He is also a director of certain subsidiaries of CRE.

Mr. WONG received a Bachelor’s degree in the geophysical sciences from the University of Chicago and an MBA from the Yale School of Management. He started his career as an investment banker at Kidder, Peabody in New York, where he was involved in project finance. He moved to Hong Kong with Bear Stearns, and was involved in a variety of corporate finance activities, and was involved in some of the first H share IPOs out of China. Mr. WONG then worked in equity research at Societe Generale where he was in charge of the research efforts in Shanghai; and later as Vice President and head of China Research at Credit Suisse in Hong Kong. Before joining the Company, Mr. WONG served as a Chief Financial Officer for DVN Holdings Limited (now known as “Frontier Services Group Limited”), where he was involved in fund raising and introducing strategic investors to the company.

Save as disclosed above, Mr. WONG did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is a service contract entered into between the Company and Mr. WONG which may be terminated by either party serving not less than three months’ notice in writing to the other. His term of appointment as an Executive Director is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the provisions of the Bye-laws. Mr. WONG receives a director’s fee of HK\$175,000 per annum (which includes the director’s fee of the Company and CRE) and a remuneration of approximately HK\$2.9 million per annum and discretionary bonuses, which are determined with reference to his experiences and responsibilities with the Company and its subsidiaries, the remuneration benchmarks in the industry and the prevailing market situation and are in line with the directors’ emolument received by other Executive Directors.

As at the Latest Practicable Date, Mr. WONG has an interest in 5,145,000 Shares.

Save as disclosed above, Mr. WONG does not have any other interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. WONG that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(b) Mr. CHENG Yuk Wo (*Independent Non-executive Director*)

Mr. CHENG Yuk Wo, aged 59, is an independent non-executive director of the Company since July 2004. Mr. CHENG holds a Master of Science Degree in Economics, Accounting and Finance and a Bachelor of Arts (Hons.) Degree in Accounting. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario. His career includes more than 20 years’ accounting and corporate

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advisory services expertise in several listed companies in Hong Kong. The co-founder of a Hong Kong merchant banking firm, Mr. CHENG is the proprietor of a certified public accountancy practice in Hong Kong.

Mr. CHENG is currently an independent non-executive director of CSI Properties Limited, Goldbond Group Holdings Limited, Chia Tai Enterprises International Limited, Chong Hing Bank Limited, C.P. Pokphand Co. Ltd., CPMC Holdings Limited, Top Spring International Holdings Limited, Liu Chong Hing Investment Limited, DTXS Silk Road Investment Holdings Company Limited, Miricor Enterprises Holdings Limited, Somerley Capital Holdings Limited and Kidsland International Holdings Limited, all being Hong Kong listed companies. Mr. CHENG was an independent non-executive director of C.P. Lotus Corporation, a company delisted from the Main Board of the Stock Exchange on 28 October 2019.

Save as disclosed above, Mr. CHENG did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is a service contract entered into between the Company and Mr. CHENG. His term of appointment as an Independent Non-executive Director is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Bye-laws. Mr. CHENG receives a director's fee of HK\$240,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the remuneration benchmarks in the industry and the prevailing market situation and is in line with the director's fee received by other Independent Non-executive Directors.

As at the Latest Practicable Date, Mr. CHENG does not have any other interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. CHENG that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. CHENG has been serving the Company as an Independent Non-executive Director for more than nine years. In the process of assessing his independence, each of the elements set forth in the Listing Rule 3.13(1) to (8) has been confirmed by him. Taking into account that Mr. CHENG has not involved in executive management of the Company in the past years, the Board considers him to be independent under Rule 3.13 of the Listing Rules. In the past years, Mr. CHENG has successfully brought independent elements and different perspectives to the board, enhancing the quality and efficiency of the board discussion. The Board believes that he should be re-elected so that he will continue to bring to the Board his experience and knowledge which are valuable to the Company.

Mr. CHENG had an excellent track record in attending the Company's meetings in the past and had consistently and proactively given valuable and constructive advice to the Board. As such, the Board considers that Mr. CHENG will continue to be able to devote sufficient time to the business of the Board, notwithstanding the fact that he is currently holding directorships in more than seven listed companies.

LETTER FROM THE BOARD

(c) **Mr. VOON Hian-fook, David** (*Independent Non-executive Director*)

Mr. VOON, aged 53, is an independent non-executive director of the Company since February 2020. Mr. VOON graduated from University of California, Berkeley in the United States of America with a degree of Bachelor of Arts with a major in Economics in 1988. He obtained a Juris Doctor degree from Harvard University and was admitted as a member of the American Bar Association in 1991.

From 1993 to 2011, Mr. VOON worked at Goldman Sachs (Asia) L.L.C. (“**Goldman Sachs**”) in Hong Kong, where he has held the position of Partner since 2004 and Managing Director since 2001. At Goldman Sachs, he was the firm’s Head of Asia Private Wealth Management and served on the firm’s Asia Management Committee since 2006. Mr. VOON has broad and extensive management experience in Goldman Sachs, having led businesses in the firm’s Equities and Fixed Income, Currencies and Commodities divisions from 1996 to 2006, including their Equity Products Group and Derivatives Structuring business. He served in the firm’s Legal Department from 1994 to 1996. Prior to joining Goldman Sachs, Mr. VOON was an associate attorney in Shearman & Sterling LLP in New York.

Since April 2013 and March 2013, he has been a vice chairman of The Manhasset Bay Group, Inc. and TransAsia Private Capital Limited respectively, and is responsible for acting as strategic advisor on business issues.

Since August 2015, he has been the chairman and a director of Oski Capital Partners Limited (“**Oski Capital**”), where he is the co-founder and key decision-maker of the company. Oski Capital co-invests with entrepreneurs, international family offices and Asian high net worth individuals in acquiring strategic equity positions in undervalued, mostly private, businesses that seek to capture cross-border opportunities in emerging technology and demographic trends.

Since July 2018, he has been the chief executive officer of LabyRx Immunologic Therapeutics Limited, and is responsible for managing the overall business, with focus on strategic timelines, financing, personnel and risk control issues.

Mr. VOON is currently an independent non-executive director of DLC Asia Limited, the shares of which are listed on GEM of the Stock Exchange.

Save as disclosed above, Mr. VOON did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is a service contract entered into between the Company and Mr. VOON which may be terminated by either party serving not less than three months’ notice in writing to the other. Also, under the Bye-laws, Mr. VOON’s appointment as an Independent Non-executive Director will expire at the close of the next following general meeting of the Company after such appointment and he will be eligible for re-election by shareholders at that meeting. Thereafter, Mr. VOON is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Bye-laws. Mr. VOON receives a director’s fee of HK\$240,000 per annum which is

LETTER FROM THE BOARD

determined with reference to his experiences and responsibilities with the Company, the remuneration benchmarks in the industry and the prevailing market situation and is in line with the director's fee received by other Independent Non-executive Directors.

As at the Latest Practicable Date, Mr. VOON does not have any other interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. VOON that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 26 May 2020 at 4:00 p.m. is set out at the end of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the Company's website (www.hkcholdings.com) and the HKExnews website (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong or the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 1:00 p.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on its website (www.hkcholdings.com) and the HKExnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Bye-laws, resolution(s) at the AGM shall be taken by way of poll as required thereunder and an announcement on the poll results will be made accordingly.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the Notice of AGM, including the grant of the Issue Mandate and the Repurchase Mandate and the re-election of Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions to be proposed at the AGM.

Your attention is also drawn to the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
HKC (HOLDINGS) LIMITED
OEI Kang, Eric
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders in connection with the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$127,920,811.50 comprising 511,683,246 Shares. Subject to the passing of the relevant ordinary resolution at the AGM approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 51,168,324 Shares.

REASONS FOR REPURCHASES

The Directors believe that the proposed grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. The Repurchase Mandate will give the Company the flexibility to repurchase Shares as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases of Shares must be made out of funds legally available for such purpose in accordance with the memorandum of association and Bye-laws, and the applicable laws of Bermuda. The Companies Act of Bermuda provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorized to make repurchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a shareholder or a group of shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. OEI Kang, Eric and his associates were beneficially interested in 375,079,925 Shares, representing approximately 73.30% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the attributable shareholdings of Mr. OEI Kang, Eric and his associates in the Company would be increased to approximately 81.45% of the issued share capital of the Company. As far as the Directors are aware, provided that the shareholding of Mr. OEI Kang, Eric and his associates in the Company does not fall below 50% subsequent to the Latest Practicable Date, OEI Kang, Eric and his associates is not subject to any mandatory offer obligation pursuant to Rule 26 and 32 of the Takeovers Code as a result of the repurchases of shares by the Company.

The Board shall ensure that no purchase of Shares would result in the aggregate number of Shares held by public shareholders falling below the minimum percentage specified by the Stock Exchange in respect of the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve calendar months before and up to the Latest Practicable Date were as follows:

	Per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	6.740	6.000
May	6.370	5.300
June	5.470	4.920
July	5.280	5.030
August	5.120	4.480
September	5.600	4.630
October	6.380	5.440
November	6.620	5.800
December	7.180	6.260
2020		
January	7.600	6.270
February	6.470	6.030
March	6.380	4.300
April (up to the Latest Practicable Date)	5.970	4.980

SHARES PURCHASES MADE BY THE COMPANY IN THE LAST SIX MONTHS

During the previous six months preceding the Latest Practicable Date, the Company made the following repurchase of Shares on the Stock Exchange:

Month of Shares repurchase	Total number of Shares repurchased	Price paid per Share		Aggregate consideration paid (excluding expenses) <i>HK\$</i>
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>	
October 2019	4,732,000	6.350	5.480	27,511,730.00
November 2019	1,578,000	6.570	5.970	9,714,030.00
December 2019	2,075,000	7.150	6.390	14,130,000.00
January 2020	3,941,000	7.560	6.410	27,753,890.00
April 2020 (up to the Latest Practicable Date)	60,000	5.970	5.050	345,820.00

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 26 May 2020 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3. To re-elect Directors.
4. To authorise the Board of Directors to fix the remuneration of the Directors.
5. To re-appoint auditor of the Company and authorize the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications the following resolution nos. 6 to 8 as ordinary resolutions:

6. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of conversion under any existing warrants, bonds, debentures, notes, options or other securities convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible persons of shares or rights to acquire shares in the share capital of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

7. **“THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.25 each in the share capital of Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in

NOTICE OF ANNUAL GENERAL MEETING

accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the By-laws of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”

8. **“THAT**, subject to the passing of Ordinary Resolution Nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 7 set out in the notice convening this meeting, provided that such amount of shares shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By Order of the Board
HKC (HOLDINGS) LIMITED
OEI Kang, Eric
Chairman and Chief Executive Officer

Hong Kong, 23 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

*Principal place of business
in Hong Kong:*
9th Floor, Tower 1,
South Seas Centre,
75 Mody Road,
Tsimshatsui East,
Kowloon, Hong Kong

Notes:

- (1) The record date for determining the entitlement of shareholders of the Company to attend and vote at the forthcoming annual general meeting of the Company which will be held on Tuesday, 26 May 2020 (“2020 AGM”) is Tuesday, 19 May 2020 after close of business. In order to be eligible to attend and vote at the 2020 AGM, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company’s branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited (“Computershare”), Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 19 May 2020.
- (2) Subject to the approval of shareholders of the Company at the 2020 AGM, the final dividend will be paid on Tuesday, 23 June 2020. The record date for the proposed final dividend is Tuesday, 9 June 2020. The Company’s register of members will be closed from Monday, 8 June 2020 to Tuesday, 9 June 2020 (both days inclusive) in order to determine entitlements to the proposed final dividend. During such period, no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with Computershare at the abovementioned address for registration no later than 4:30 p.m. on Friday, 5 June 2020.
- (3) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.
- (4) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong or the Company’s branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding of the meeting.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (6) If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 1:00 p.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on its website (www.hkholdings.com) and the HKExnews website (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.