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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](http://www.hkcholdings.com))*

### CHANGE IN BOARD LOT SIZE

References are made to (i) the scheme document (the “**Scheme Document**”) dated 1 April 2021 jointly issued by Genesis Ventures Limited (the “**Offeror**”) and HKC (Holdings) Limited (the “**Company**”) in relation to, among other things, (1) the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 99 of the Companies Act 1981 of Bermuda (as amended); (2) the proposed declaration of Second Interim Dividend; and (3) the proposed withdrawal of listing of the shares of the Company from The Stock Exchange of Hong Kong Limited; (ii) the joint announcement dated 23 April 2021 issued by the Offeror and the Company in relation to the Court Meeting and the SGM (the “**Results Announcement**”); (iii) the joint announcement dated 30 April 2021 issued by the Offeror and the Company in relation to an update on the status of Conditions to the Proposal and the Scheme and the change of book closure period for the purpose of determining the entitlements under the Scheme and the Second Interim Dividend; (iv) the joint announcement dated 4 May 2021 issued by the Offeror and the Company in relation to the results of the Court Meeting (the “**Results of Court Meeting Announcement**”); and (v) the joint announcement dated 5 May 2021 issued by the Offeror and the Company in relation to the revised expected timetable (the “**Revised Expected Timetable Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

### CHANGE IN BOARD LOT SIZE

The Board announces that the board lot size of the Shares will be changed from 1,000 Shares to 800,000 Shares with effect from Thursday, 13 May 2021.

### REASONS FOR AND BENEFITS OF THE CHANGE IN BOARD LOT SIZE

As set out in the Scheme Document, on 17 January 2021, the Offeror and the Company jointly announced that on 12 January 2021, the Offeror had requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under Section 99 of the Companies Act involving, among other things, the cancellation of the Scheme Shares in exchange for the Cancellation Price and the withdrawal of the listing of the Shares on the Stock Exchange.

As set out in the Results Announcement and the Results of Court Meeting Announcement, the Court Meeting and the SGM were held on Friday, 23 April 2021, during which the Scheme and the special resolution for matters relating to implementation of the Scheme were approved accordingly.

The Company has applied to the Stock Exchange for the withdrawal of the listing of the Shares from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, subject to, among other things, the sanction of the Scheme (with or without modifications) by the Court and all other Conditions set out in the section headed “3. Conditions to the Proposal and the Scheme” in the Explanatory Statement in Part VII of the Scheme Document having been fulfilled or waived, as applicable. Subject to the Proposal and the Scheme becoming effective on the Effective Date, the listing of the Shares on the Stock Exchange is expected to be withdrawn at 4:00 p.m. on Wednesday, 2 June 2021.

As set out in the Revised Expected Timetable Announcement, the latest time for trading in the Shares on the Stock Exchange was at 4:10 p.m. on Thursday, 6 May 2021, so the change in board lot size of the Shares will only become effective after the latest time for trading in the Shares on the Stock Exchange.

The new board lot size of 800,000 Shares is determined after taking into account the maximum board lot size permitted under the Listing Rules and the relevant guidance issued by the Stock Exchange. The change in board lot size of the Shares will minimise the administrative expenses involved in the privatisation process.

**For the avoidance of doubt, the change in board lot size of the Shares would not, subject to the Proposal and the Scheme becoming effective, affect the entitlements of the Scheme Shareholders under the Scheme (including the size and payment of the Cancellation Price).**

#### **EXPECTED TIMETABLE FOR THE CHANGE IN BOARD LOT SIZE**

Effective date of the change in board lot size  
from 1,000 Shares to 800,000 Shares ..... Thursday, 13 May 2021

#### **ODD LOT MATCHING AND PARALLEL TRADING ARRANGEMENTS**

The latest time for trading in the Shares on the Stock Exchange was at 4:10 p.m. on Thursday, 6 May 2021. The trading in the Shares on the Stock Exchange will be suspended from the said date and time and up to the date of withdrawal of the listing of the Shares on the Stock Exchange becoming effective (which is expected to be at 4:00 p.m. on Wednesday, 2 June 2021). In addition, subject to the Proposal and the Scheme becoming effective, the Scheme Shares held by the Scheme Shareholders (including any Scheme Shares held by odd lot holders) will be cancelled on the Effective Date. As such, the Board is of the view that it is reasonable and expedient not to arrange for any odd lot matching services to the Shareholders. There will be no parallel trading arrangement.

#### **ARRANGEMENT ON SHARE CERTIFICATES**

All existing share certificates in board lot of 1,000 Shares will continue to be evidence of title to such Shares and be valid for delivery, transfer and settlement purposes. Therefore, no exchange of existing share certificates will be required and no arrangement for free exchange of existing share certificates will be provided.

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

Hong Kong, 6 May 2021

*As at the date of this announcement, the Board comprises seven Directors, of which Mr. OEI Kang, Eric, Mr. LEE Shiu Yee, Daniel, Mr. WONG Jake Leong, Sammy and Mr. LEUNG Wing Sum, Samuel are Executive Directors; and Mr. CHENG Yuk Wo, Mr. Albert Thomas DA ROSA, Junior and Mr. VOON Hian-fook, David are Independent Non-executive Directors.*

*\* For identification purposes only*