

*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.*



**HONG KONG INTERNATIONAL CONSTRUCTION  
INVESTMENT MANAGEMENT GROUP CO., LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 687)**

**CONTINUING CONNECTED TRANSACTIONS**

**THE FOUNDATION MASTER AGREEMENT**

On 22 September 2017, Tysan Foundation (for itself and for and on behalf of the subsidiaries of the Company) entered into the Foundation Master Agreement with Denco and HIC (for themselves and for and on behalf of their subsidiaries and companies controlled by their holding companies from time to time) in relation to the provision of foundation works by members of the Group to members of the HNA Group.

**THE BIM MASTER AGREEMENT**

On 22 September 2017, the Company (for itself and for and on behalf of the subsidiaries of the Company) and Hainan Marine Construction (for itself and for and on behalf of its subsidiaries and companies controlled by its holding companies from time to time) entered into the BIM Master Agreement in relation to the provision of BIM Modelling Services and BIM Platform by the HNA Group to members of the Group.

## **OTHER INFORMATION**

HNA Finance I, the controlling shareholder of the Company, is a member of the HNA Group. Each of the parties to the Foundation Master Agreement and the BIM Master Agreement (other than Tysan Foundation and the Company) are also members of the HNA Group and are therefore connected persons of the Company under Chapter 14A of the Listing Rules. The transactions between members of the Group and members of the HNA Group will therefore constitute continuing connected transactions for the Company. The Company has taken into account that, pursuant to Rule 14A.81 of the Listing Rules, the Foundation Master Agreement and the BIM Master Agreement may be aggregated given the counterparties are all members of the HNA Group and the services to be provided are in relation to, amongst others, the 6562 Land Parcel, the 6565 Land Parcel and other land parcels which may be acquired by the HNA Group. Since one or more of the applicable percentage ratios (other than the profits ratio) calculated in accordance with Chapter 14A of the Listing Rules in relation to the Foundation Annual Caps and the BIM Annual Caps (on an aggregated basis) are more than 5%, the transactions contemplated under the Foundation Master Agreement and the BIM Master Agreement will therefore constitute non-exempt continuing connected transactions for the Company under Chapter 14A of the Listing Rules and will be subject to the reporting, announcement, circular, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Leung Kai Cheung, has been established to advise the Independent Shareholders as to whether the Foundation Master Agreement (including the continuing connected transactions contemplated thereunder and the Foundation Annual Caps) and the BIM Master Agreement (including the continuing connected transactions contemplated thereunder and the BIM Annual Caps) are in the interests of the Company and the Shareholders as a whole, and whether they are on normal commercial terms and are fair and reasonable so far as the Shareholders are concerned.

The SGM will be convened and held for the purpose of considering and, if thought fit, approving the Foundation Master Agreement (including the continuing connected transactions contemplated thereunder and the Foundation Annual Caps) and the BIM Master Agreement (including the continuing connected transactions contemplated thereunder and the BIM Annual Caps). In view of the interests of HNA Finance I in the Foundation Master Agreement and the BIM Master Agreement, HNA Finance I and its associates shall abstain from voting in respect of the resolutions relating to the Foundation Master Agreement, the continuing connected transactions contemplated thereunder and the Foundation Annual Caps, the BIM Master Agreement, the continuing connected transactions contemplated thereunder and the BIM Annual Caps at the SGM.

A circular containing, among other things, (i) further details of the Foundation Master Agreement; (ii) further details of the BIM Master Agreement; (iii) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (v) the notice of the SGM is expected to be despatched to Shareholders on or about 17 October 2017.

## **THE FOUNDATION MASTER AGREEMENT**

- Date: 22 September 2017
- Parties: (1) Tysan Foundation (for itself and for and on behalf of the subsidiaries of the Company); and
- (2) Denco and HIC (for themselves and for and on behalf of their subsidiaries and companies controlled by their holding companies from time to time)
- Subject matter: The Foundation Master Agreement sets out the general principles for the circumstances if and when a member of the Group is awarded a contract in respect of foundation works for any properties owned by a member of the HNA Group. Formal agreement(s) in respect of such appointment will be entered into between relevant parties, which shall be on normal commercial terms or better to the Group.
- Condition precedent: The Foundation Master Agreement and the terms and conditions thereof are subject to the approval by the Independent Shareholders in accordance with the Listing Rules and (if applicable) other approval of the Stock Exchange, and if such approval is not obtained on or before 31 March 2018 (or such later date as may be agreed by the parties to the Foundation Master Agreement), the Foundation Master Agreement will automatically terminate and no party thereto shall have any claim against the other party.
- Term: Commencing from the date of the Foundation Master Agreement and ending on 31 December 2019 (both days inclusive).

Foundation Annual Caps:                      The maximum aggregate value of the contract sum in respect of the provision of foundation works by the Group to the HNA Group for each of the financial years concerned under the Foundation Master Agreement:

*(HK\$' million)*

Financial year ending 31 December 2017:	800
Financial year ending 31 December 2018:	400
Financial year ending 31 December 2019:	400

There is no historical figure for the transactions contemplated under the Foundation Master Agreement, as the Group has not previously provided any foundation works to any member of the HNA Group.

The Foundation Annual Caps were determined with reference to (a) the current, prospective and future land parcels acquired or to be acquired by the HNA Group including but not limited to the 6562 Land Parcel and the 6565 Land Parcel; (b) the expected project costs for foundation works in respect of the current, prospective and future projects of the HNA Group including but not limited to the 6562 Land Parcel and the 6565 Land Parcel; and (c) the variation costs for the foundation works.

Denco and HIC, being members of the HNA Group acquired the land use rights over the 6562 Land Parcel and the 6565 Land Parcel, which will be developed into residential and non-industrial projects. The foundation works in respect of the two land parcels are expected to commence by the first quarter of 2018. As disclosed in the circular of the Company dated 15 August 2017, the estimated costs for foundation works for the 6562 Land Parcel and the 6565 Land Parcel were approximately HK\$630 million, based on the updated cost estimate reports received by Denco and HIC, it is expected that there will be an increase in the costs for foundation works for the two land parcels. The Group's participation in the foundation works will be subject to the success in obtaining the tender for each project. The Foundation Annual Cap for the year ending 31 December 2017 was determined with reference to the costs for foundation works for the 6562 Land Parcel and the 6565 Land Parcel and the tender price, whilst the Foundation Annual Cap for the two financial years ending 31 December 2018 and 31 December 2019 were determined with reference to the estimated variations which may arise from the foundation contracts for the 6562 Land Parcel and the 6565 Land Parcel and the estimated costs for foundation works for land parcel(s) which may be acquired by the HNA Group and potential project(s) of the HNA Group from time to time.

If the Foundation Annual Caps sought are too small and insufficient to cover the potential tenders for foundation works which members of the HNA Group may be successful in acquiring in the near future, the Group may be limited to submitting and/or accepting tenders for foundation works of a smaller contract sum before having to comply with the relevant requirements under the Listing Rules. As submission and/or acceptance of tenders are time sensitive, the timing required for compliance with the Listing Rules at the relevant time may mean that the Group may miss the deadline for submitting and/or accepting the tenders and may not be able to participate in the project. Therefore, the Foundation Annual Caps for the two financial years ending 31 December 2018 and 31 December 2019 were set at a level to provide flexibility to the Group to submit and/or accept tenders for foundation works outsourced by the HNA Group in addition to those for the 6562 Land Parcel and 6565 Land Parcel (subject to their terms and conditions), as and when required and therefore the Directors consider the size of the Annual Caps are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

#### **Reasons and benefits of the Foundation Master Agreement and the continuing connected transactions contemplated thereunder**

Each of HIC and Denco is a company incorporated in Hong Kong with limited liability and is principally engaged in property development and property holding. The HNA Group is engaged in property development in, amongst others, Hong Kong.

The Group's principal business includes property development, foundation piling and site investigation in Hong Kong and property investment and management. Tysan Foundation is a directly wholly-owned subsidiary of the Company and an investment holding company. The principal business activities of the subsidiaries of Tysan Foundation, which have been long-established players in the foundation industry in Hong Kong, are the provision of foundation piling and related works. Although the Group is stepping into other business segments such as property development and property management to expand and diversify its income stream, foundation piling still contributes significantly to the revenue of the Company.

If the Group is successful in obtaining the contract for foundation works for the 6562 Land Parcel, the 6565 Land Parcel and/or other land parcel(s) which may be acquired by the HNA Group, having considered the scale of the foundation works for the 6562 Land Parcel and the 6565 Land Parcel, substantial income is expected to be generated to the core business segment of the Group. Furthermore, as explained in the interim results announcement for the six months ended 30 June 2017, competition in the foundation piling industry will remain keen due to the growing number of market players and reduced available projects in the near future. The Group should therefore position itself to be able to consider business opportunities as and when they arise.

As disclosed in the announcements of the Company dated 25 January 2017, 7 February 2017, 15 March 2017 and 28 March 2017 and the circulars of the Company dated 13 March 2017 and 28 April 2017, Milway and Top Genius (both being indirectly wholly-owned subsidiaries of the Group) acquired the land use rights over the 6563 Land Parcel and the 6564 Land Parcel, respectively. Although it is currently expected that the foundation works for the 6562 Land Parcel and the 6565 Land Parcel owned by members of the HNA Group will be developed concurrently with the Group's 6563 Land Parcel and 6564 Land Parcel, given the size and experience of the Group's foundation team, the Directors are of the view that the Group has sufficient capacity to carry out foundation works of the four land parcels concurrently.

In view of the above, the Directors (excluding (i) the independent non-executive Directors whose opinions will be set out in the letter from the Independent Board Committee to be included in the circular and (ii) each of Mr. Huang Qijun, Mr. Zhao Quan, Mr. Liu Junchun, Mr. Mu Xianyi, Mr. Wong Tai Lun Kenneth, Mr. Tang King Shing and Mr. Tang Kit, being Directors nominated to the Board by HNA Finance I, who were in support of the Foundation Master Agreement but had abstained from voting on the Foundation Master Agreement at the relevant Board meeting to avoid a perception of a conflict of interest) consider that the continuing connected transactions contemplated under the Foundation Master Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Foundation Master Agreement, the continuing connected transactions contemplated thereunder and the Foundation Annual Caps are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **THE BIM MASTER AGREEMENT**

Date: 22 September 2017

Parties: (1) the Company (for itself and for and on behalf of the subsidiaries of the Company); and

(2) Hainan Marine Construction (for itself and for and on behalf of its subsidiaries and companies controlled by its holding companies from time to time)

Subject matter: The BIM Master Agreement sets out the general principles for the circumstances if and when a member of the Group requires the preparation of BIM models, running of conflict tests and consultation on BIM related matters (i.e. BIM Modelling Services) and/or a platform for managing,

editing and searching BIM documents and BIM models (i.e BIM Platform) by a member of the HNA Group. Formal agreement(s) in respect of such appointment will be entered into between relevant parties, which shall be on normal commercial terms or better to the Group.

**Condition precedent:** The BIM Master Agreement and the terms and conditions thereof are subject to the approval by the Independent Shareholders in accordance with the Listing Rules and (if applicable) other approval of the Stock Exchange, and if such approval is not obtained on or before 31 March 2018 (or such later date as may be agreed by the parties to the BIM Master Agreement), the BIM Master Agreement will automatically terminate and no party thereto shall have any claim against the other party.

**Term:** 6 years commencing from the date of the BIM Master Agreement and ending on 31 December 2022 (both days inclusive).

**BIM Annual Caps:** The maximum aggregate value of the contract sum in respect of each category of works under the BIM Master Agreement shall not exceed the amounts set out below.

	<b>BIM Modelling Services</b> <i>(HK\$' million)</i>	<b>BIM Platform</b> <i>(HK\$' million)</i>
Financial year ending 31 December 2017:	4.2	0.21
Financial year ending 31 December 2018:	2.1	1.26
Financial year ending 31 December 2019:	2.1	1.26
Financial year ending 31 December 2020:	Nil	1.26
Financial year ending 31 December 2021:	Nil	1.26
Financial year ending 31 December 2022:	Nil	1.05

There is no historical figure for the transactions contemplated under the BIM Master Agreement as the Group has not previously sourced any similar services from members of the HNA Group.

The BIM Annual Caps were determined with reference to (a) the average fees charged by other service providers; and (b) monthly rental of the BIM Platform.

**Reasons for and benefits of the BIM Master Agreement and the continuing connected transactions contemplated thereunder**

The Group's principal business includes property development, foundation piling and site investigation in Hong Kong and property investment and management. Hainan Marine Construction is a company incorporated in the PRC and engages in, amongst others, the provision of BIM Modelling Services and/or BIM Platform.

BIM is a three-dimensional model-based software programme for creating and managing information on a construction project across the project lifecycle for more efficient plan, design, construction and management for building construction projects. As mentioned above, Milway and Top Genius (both being indirectly wholly-owned subsidiaries of the Group) acquired the land use rights over the 6563 Land Parcel and the 6564 Land Parcel respectively and as disclosed in the announcement of the Company dated 6 July 2017 and the circular of the Company dated 15 August 2017, Gainful Engineering Limited (an indirectly wholly-owned subsidiary of the Company) was appointed as the sole agent to develop the 6562 Land Parcel and the 6565 Land Parcel. The Group will develop its 6563 Land Parcel and 6564 Land Parcel, manage the development of the 6562 Land Parcel, 6565 Land Parcel and may develop and/or manage the development of other land parcel(s) which may be acquired by the HNA Group from time to time. Having considered the scale of the development of each of the four land parcels, applying the BIM technology into the project development for the aforesaid land parcels enables the Group to identify potential conflicts which may occur in a construction project at an earlier stage, and thus allows the Group to reduce risks, optimise actions and avoid delays in construction projects.

The general building plans regarding the four land parcels have been submitted to the Buildings Department of the Hong Kong Government for approval. The Group currently does not have the expertise in BIM, and if the Group were to develop its own BIM system, significant time and costs will be incurred and the BIM system may not be developed in time to be used for the development of the projects in hand. Therefore, the Directors consider it would be more efficient and practicable to engage third-party providers for BIM related services instead of developing the BIM technology on its own.



If the BIM Master Agreement is approved by the Independent Shareholders, this will allow the Group to consider the HNA Group as a potential provider of BIM Modelling Services and BIM Platform as and when those needs arise, instead of seeking approval at that time, which may lead to unnecessary delays in the project planning stage. As set out under the paragraph headed “Internal Control” below, the Group will only engage the HNA Group for the provision of BIM Modelling Services and BIM Platform for each land parcel if prices and terms of such works and/or services are no less favorable than that offered by independent third parties. The Directors (excluding (i) the independent non-executive Directors whose opinions will be set out in the letter from the Independent Board Committee to be included in the circular and (ii) each of Mr. Huang Qijun, Mr. Zhao Quan, Mr. Liu Junchun, Mr. Mu Xianyi, Mr. Wong Tai Lun Kenneth, Mr. Tang King Shing and Mr. Tang Kit, being Directors nominated to the Board by HNA Finance I, who are in support of the BIM Master Agreement but had abstained from voting on the BIM Master Agreement at the relevant Board meeting to avoid a perception of a conflict of interest) consider that the continuing connected transactions contemplated under the BIM Master Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the BIM Master Agreement, the continuing connected transactions contemplated thereunder and the BIM Annual Caps are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **INTERNAL CONTROL**

The Company has put in place internal control procedures to ensure that individual transactions under the Foundation Master Agreement and BIM Master Agreement will be conducted in accordance with the terms of the respective agreements. In order to ensure that the terms provided by the HNA Group under the Foundation Master Agreement and the BIM Master Agreement are on normal terms or on terms no less favourable than those offered by independent third party, the Group will follow the following proposed pricing policy and tender selection procedure.

### **Foundation Master Agreement**

If the terms and conditions of a tender invitation from the HNA Group are acceptable to the Group, and the Group wishes to submit a tender for the foundation works, a quantity surveyor from the estimating department of the Group will prepare a draft quotation. The quantity surveyor will take into account the scale of the project and the Group’s experience in carrying out similar scope of work to assess whether the Group has the capability and capacity to undertake the relevant project as well as the number of projects undertaken by the Group at the relevant time and the use of resources (including equipment and manpower) in preparation of the quote. The draft quotation will be reviewed by the estimating manager or the director of the

estimating department. Depending on the relevant contract sum of the draft quotation, the estimating manager or the director of the estimating department will submit the draft quotation calculated based on the costs plus a mark-up with reference to the set of procedures of the Company to the President of the Foundation Division of the Group, a director of the subsidiaries of Tysan Foundation and/or a director of Tysan Foundation for approval.

### **BIM Master Agreement**

The procurement committee of the Company will select three to five companies to submit tenders based on the relevant experience, reputation and the capabilities of the companies. Upon receiving the tenders submitted by the selected companies, a project manager and a manager from the contracts department will be responsible for reviewing and analysing the tenders received. Subsequently, the procurement committee will complete the tender report and make relevant suggestion to the Vice President of Operations of the Group and the award of the tender will have to be approved by the Chief Executive Officer of the Company.

### **Monitoring the Foundation Annual Caps and the BIM Annual Caps**

Further, the operations department of the Group will keep track of the actual contract sum of subcontracting works under the Foundation Master Agreement and the BIM Master Agreement from time to time to ensure that the aggregate value of such contract sums will not exceed the Foundation Annual Caps and the BIM Annual Caps, respectively. Prior to entering into individual transactions with members of the HNA Group, details of such proposed transactions including the relevant agreements, will be provided to the finance and accounts department and the company secretarial department of the Company for their review. The agreement in respect of such proposed transactions will not be executed unless and until the above departments of the Company have confirmed that the aggregate value of the contract sums (including the contract sum of the proposed transaction) under the Foundation Master Agreement and/or the BIM Master Agreement will not exceed the Foundation Annual Caps and/or the BIM Annual Caps, as the case may be. If it is contemplated that the Foundation Annual Caps and/or the BIM Annual Caps will be exceeded as a result of entering into the proposed transaction, such transaction will not be entered into until the Company has complied with the relevant requirements under the Listing Rules.

On the basis of the above, the Directors are of the view that the Group has adequate internal control procedures in place to ensure that individual transactions under the Foundation Master Agreement and the BIM Master Agreement are conducted in accordance with the terms of the Foundation Master Agreement and/or the BIM Master Agreement.

## **LISTING RULES IMPLICATIONS**

HNA Finance I, the controlling shareholder of the Company, is a member of the HNA Group. Each of the parties to the Foundation Master Agreement and the BIM Master Agreement (other than Tysan Foundation and the Company) are also members of the HNA Group and are therefore connected persons of the Company under Chapter 14A of the Listing Rules. The transactions between members of the Group and members of the HNA Group will therefore constitute continuing connected transactions for the Company. The Company has taken into account that, pursuant to Rule 14A.81 of the Listing Rules, the Foundation Master Agreement and the BIM Master Agreement may be aggregated given the counterparties are all members of the HNA Group and the services to be provided are in relation to, amongst others, the 6562 Land Parcel, the 6565 Land Parcel and any land parcel(s) which may be acquired by the HNA Group. Since one or more of the applicable percentage ratios (other than the profits ratio) calculated in accordance with Chapter 14A of the Listing Rules in relation to the Foundation Annual Caps and the BIM Annual Caps (on an aggregated basis) are more than 5%, the transactions contemplated under the Foundation Master Agreement and the BIM Master Agreement will therefore constitute non-exempt continuing connected transactions for the Company under Chapter 14A of the Listing Rules and will be subject to the reporting, announcement, circular, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **OTHER INFORMATION**

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Leung Kai Cheung, has been established to advise the Independent Shareholders as to whether the Foundation Master Agreement (including the continuing connected transactions contemplated thereunder and the Foundation Annual Caps) and the BIM Master Agreement (including the continuing connected transactions contemplated thereunder and the BIM Annual Caps) are in the interests of the Company and the Shareholders as a whole, and whether they are on normal commercial terms and are fair and reasonable so far as the Shareholders are concerned.

The SGM will be convened and held for the purpose of considering and, if though fit, approving the Foundation Master Agreement (including the continuing connected transactions contemplated thereunder and the Foundation Annual Caps) and the BIM Master Agreement (including the continuing connected transactions contemplated thereunder and the BIM Annual Caps). In view of the interests of HNA Finance I in the Foundation Master Agreement and the BIM Master Agreement, HNA Finance I

and its associates shall abstain from voting in respect of the resolutions relating to the Foundation Master Agreement, the continuing connected transactions contemplated thereunder and the Foundation Annual Caps, the BIM Master Agreement, the continuing connected transactions contemplated thereunder and the BIM Annual Caps at the SGM.

A circular containing, among other things, (i) further details of the Foundation Master Agreement; (ii) further details of the BIM Master Agreement; (iii) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (v) the notice of the SGM is expected to be despatched to Shareholders on or about 17 October 2017.

## DEFINITIONS

“6562 Land Parcel”	the piece or parcel of ground registered in the Land Registry as New Kowloon Inland Lot No. 6562 together with the messuages erections and buildings thereon, which is held by Denco as at the date of this announcement
“6563 Land Parcel”	the piece of land parcel known as New Kowloon Inland Lot No. 6563, on Kai Tak Area 1L Site 2, Kai Tak, Kowloon, Hong Kong with a total site area of approximately 9,482 square metres, which is held by Milway as at the date of this announcement
“6564 Land Parcel”	the piece of land parcel known as New Kowloon Inland Lot No. 6564, on Kai Tak Area 1L Site 1, Kai Tak, Kowloon, Hong Kong with a total site area of approximately 7,318 square metres, which is held by Top Genius as at the date of this announcement
“6565 Land Parcel”	the piece or parcel of ground registered in the Land Registry as New Kowloon Inland Lot No. 6565 together with the messuages erections and buildings thereon, which is held by HIC as at the date of this announcement
“BIM”	building information modelling
“BIM Annual Caps”	the maximum aggregate value of the contract sum in respect of the provision of BIM Modelling Services and BIM Platform under the BIM Master Agreement for each financial year concerned as set out in this announcement

“BIM Master Agreement”	the master agreement dated 22 September 2017 entered into between the Company (for itself and for and on behalf of the subsidiaries of the Group) and Hainan Marine Construction (for itself and for and on behalf of its subsidiaries and companies controlled by its holding companies from time to time) in relation to the provision of BIM Modelling Services and BIM Platform by members of the HNA Group to members of the Group
“BIM Modelling Services”	the preparation of BIM model, running of the conflict tests and consultation on BIM related matters
“BIM Platform”	a platform for managing, editing and searching BIM documents and BIM models
“Board”	the board of Directors
“Company”	Hong Kong International Construction Investment Management Group Co., Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Denco”	Denco Properties Limited, a company incorporated in Hong Kong with limited liability and a non-wholly-owned subsidiary of HNA Group Co., Ltd.
“Director(s)”	the director(s) of the Company
“Foundation Annual Caps”	the maximum aggregate value of the contract sum in respect of the provision of foundation works by members of the Group to members of the HNA Group under the Foundation Master Agreement for each financial year concerned as set out in this announcement
“Foundation Master Agreement”	the master agreement dated 22 September 2017 entered into by Tysan Foundation (for itself and for and on behalf of the subsidiaries of the Company) with Denco and HIC (for themselves and for and on behalf of their subsidiaries and companies controlled by their holding companies from time to time) in relation to the provision of foundation works by members of the Group to members of the HNA Group

“Group”	the Company and its subsidiaries
“Hainan Marine Construction”	Hainan Marine Construction Project Management Contracting Company Limited* (海南海建工程管理總承包有限公司), a company incorporated in the PRC
“HIC”	Hongkong Island Construction Properties Co., Limited, a company incorporated in Hong Kong with limited liability and a non-wholly-owned subsidiary of HNA Group Co., Ltd.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HNA Finance I”	HNA Finance I Co., Ltd., a company incorporated in Auguilla with limited liability and a wholly-owned subsidiary of HNA Group Co., Ltd.
“HNA Group”	HNA Group Co., Ltd. (a company incorporated in the PRC) and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors, namely Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Leung Kai Cheung
“Independent Financial Adviser”	an independent financial adviser of the Company to advise the Independent Board Committee and the Independent Shareholders on the Foundation Master Agreement, the Foundation Annual Caps, the BIM Master Agreement and the BIM Annual Caps
“Independent Shareholders”	the Shareholders other than those Shareholders who have a material interest in the transactions contemplated under each of the Foundation Master Agreement and the BIM Master Agreement (as the case may be)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Milway”	Milway Development Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China

“SGM”	the special general meeting of the Company to be convened and held at which resolutions will be proposed to consider, and if thought fit, to approve, among other things, the Foundation Master Agreement and the continuing connected transactions thereunder and the BIM Master Agreement and the continuing connected transactions thereunder
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Top Genius”	Top Genius Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company
“Tysan Foundation”	Tysan Foundation (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, a directly wholly-owned subsidiary of the Company
“%”	per cent
“*”	English translations of company names from the Chinese language are marked with “*” and are provided for identification purposes only

By Order of the Board  
**HONG KONG INTERNATIONAL CONSTRUCTION  
INVESTMENT MANAGEMENT GROUP CO., LIMITED**  
**HUANG QIJUN**  
*Chairman*

Hong Kong, 22 September 2017

*As at the date of this announcement, the executive Directors of the Company are Mr. Huang Qijun, Mr. Zhao Quan, Mr. Fung Chiu Chak, Victor, Mr. Liu Junchun, Mr. Mu Xianyi and Mr. Wong Tai Lun Kenneth; the non-executive Directors of the Company are Mr. Tang King Shing and Mr. Tang Kit; and the independent non-executive Directors of the Company are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Leung Kai Cheung.*

*Company website: [www.hkicimgroup.com](http://www.hkicimgroup.com)*