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HONG KONG INTERNATIONAL CONSTRUCTION INVESTMENT MANAGEMENT GROUP CO., LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 687)

CLOSING OF MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF THE ENTIRE EQUITY INTEREST IN A SUBSIDIARY

Reference is made to the announcement of Hong Kong International Construction Investment Management Group Co., Limited (the “**Company**”) dated 1 February 2019 (the “**Announcement**”) in relation to, among other things, the Transaction. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

CLOSING

The Board is pleased to announce that all the Conditions Precedent under the SPA have been fulfilled and Closing took place on 15 February 2019. Following Closing, the Vendor ceased to hold any interest in the Target Group and accordingly the results of the Target Group will no longer be consolidated into the consolidated financial statements of the Group.

Listing Rules Implications

Written Shareholders’ approval

As disclosed in the Announcement, as one or more of the applicable percentage ratios set forth under Rule 14.07 of the Listing Rules in respect of the Transaction exceed 25% but all the applicable percentage ratios are below 75%, the Transaction constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and Shareholders’ approval requirements under Chapter 14 of the Listing Rules.

As disclosed in the Announcement, the Company will either seek the requisite Shareholders' approval for the Transaction pursuant to Chapter 14 of the Listing Rules, where applicable, by way of a written approval from the controlling Shareholder pursuant to Rule 14.44 of the Listing Rules or by way of Shareholders' approval to be obtained at a special general meeting of the Company.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval of the Transaction may be given by way of written Shareholders' approval in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Transaction; and (2) the written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the issued share capital of the Company giving the right to attend and vote at that general meeting to approve the Transaction.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a special general meeting to approve the Transaction.

The Company has obtained a written approval for the Transaction from HNA Finance I Co., Ltd., the controlling shareholder of the Company holding 2,340,904,131 ordinary shares of the Company (representing approximately 69.54% of the issued share capital of the Company as at the date of this announcement). Accordingly, a special general meeting of the Company to approve the Transaction is not required pursuant to Rule 14.44 of the Listing Rules and will not be convened.

Despatch of the Circular

As disclosed in the Announcement, the Company currently expects that a circular containing, among other things, further information relating to the SPA and the transactions contemplated thereunder will be despatched to the Shareholders on or before 27 February 2019.

OTHERS

The Board wishes to update the Shareholders that, taking into account the provision for impairment of the properties under development of the Target Group of approximately HK\$450 million (subject to finalisation) and also the share option expenses of approximately HK\$160 million (subject to finalisation) arising from the grant of share options by the Company in the second half of 2018 as disclosed in the Announcement, based on the unaudited consolidated management accounts of the Company, as at 31 December 2018, the Group had total cash on hand of approximately HK\$4.90 billion (including fixed deposits and non-pledged bank balances of approximately HK\$3.43 billion, pledged bank balances of approximately HK\$0.04 billion and restricted cash of approximately HK\$1.43 billion), as well as total borrowings of approximately HK\$3.83 billion, and the unaudited net asset value of the Group as at 31 December 2018 was approximately HK\$12.19 billion.

The above figures are only based on the preliminary assessment by the Company, with reference to its management accounts and the information currently available, which are subject to finalisation and adjustments where necessary, and have not been reviewed or audited by the auditors or audit committee of the Company. Also, the final figures may be affected by certain items that are still being ascertained and finalised. The Company is still in the process of finalising its annual results for the year ended 31 December 2018. Financial information and other details of the Company for the year ended 31 December 2018 will be disclosed in its annual results announcements in accordance with the requirements of the Listing Rules.

By order of the Board of
**HONG KONG INTERNATIONAL CONSTRUCTION
INVESTMENT MANAGEMENT GROUP CO., LIMITED**
Sun Kin Ho Steven
Co-Chairman

Hong Kong, 15 February 2019

As at the date of this announcement, the executive Directors are Mr. Chen Chao, Mr. Sun Kin Ho Steven, Mr. He Jiafu, Mr. Fung Chiu Chak, Victor, Mr. Liu Junchun, Mr. Huang Qijun, Mr. Guo Ke and Mr. Zhang Peihua; the non-executive Directors are Mr. Tang King Shing and Mr. Yang Han Hsiang; and the independent non-executive Directors are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, Mr. Li Kit Chee and Mr. Chong Kin Ho.

Company website: www.hkicimgroup.com