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

(Incorporated in Bermuda with limited liability)

(Stock code: 687)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Hong Kong International Construction Investment Management Group Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 18 May 2017 at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the increase of the authorised share capital of the Company from HK\$200 million divided into 2,000,000,000 shares of par value of HK\$0.10 each (the “**Share(s)**”) to HK\$600 million divided into 6,000,000,000 Shares by the creation of an additional 4,000,000,000 Shares (the “**Authorised Share Capital Increase**”) be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to do all acts, deeds and things and to sign and execute all documents as he may, at his absolute discretion, deem incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Authorised Share Capital Increase.”

2. “**THAT** subject to the passing of resolution number 1 above and conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Shares (as defined below) to be allotted and issued to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Rights Issue (as defined below); and (ii) the Underwriting Agreement (as defined in the circular of the Company dated 29 April 2017 (the “**Circular**”)) becoming unconditional and not being terminated in accordance with its terms:

- (a) the issue by way of rights (the “**Rights Issue**”) of 2,268,331,806 new Shares (each a “**Rights Share**”) to the Shareholders (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 26 May 2017 (the

“**Record Date**”) (or such other date as the Company may determine and notify the Underwriters (as defined in the Circular) in writing) other than those Shareholders whose registered addresses as shown on the register of members of the Company as at 4:30 p.m. on the Record Date are in any place outside Hong Kong and whom the board of directors of the Company (the “**Board**”), based on the enquiry made by the Board, consider it necessary or expedient not to offer the Rights Shares to such Shareholders (the “**Excluded Shareholders**”) on account of the legal restrictions under the laws of the relevant overseas place(s) and/or the requirements of the relevant regulatory body or stock exchange in such place(s), in the proportion of two (2) Rights Shares for every one (1) Share then held on the Record Date at the subscription price of HK\$4.08 per Rights Share and otherwise on the terms and conditions set out in the Circular be and is hereby approved;

- (b) the underwriting agreement (the “**Underwriting Agreement**”) dated 28 March 2017 (as amended and supplemented by side letters dated 20 April 2017 and 25 April 2017) entered into between and amongst the Company, HNA Finance I Co., Limited and CCB International Capital Limited in relation to the Rights Issue and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the Board or a committee thereof be and is hereby authorised to allot and issue the Rights Shares (in both nil-paid and fully paid forms) pursuant to or in connection with the Rights Issue on the terms and conditions set out in the Circular and to make such exclusions or other arrangements in relation to the Excluded Shareholders and to make such arrangements for application by the Shareholders (other than the Excluded Shareholders) for the Rights Shares in excess of their entitlement under the Rights Issue, as it may, at its absolute discretion, deem necessary, desirable or expedient; and
- (d) the performance of all transactions contemplated under the Rights Issue be and is hereby approved, confirmed and ratified and any director of the Company be and is hereby authorised to do all acts, deeds and things and to sign and execute all documents as he may, at his absolute discretion, deem necessary, desirable or expedient to carry out or to give effect to the Rights Issue, the Underwriting Agreement and any or all transactions contemplated thereunder.”

By order of the board of
**HONG KONG INTERNATIONAL
CONSTRUCTION INVESTMENT
MANAGEMENT GROUP CO., LIMITED**
ZHAO Quan
Chairman

Hong Kong, 29 April 2017

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

20th Floor, One Island South,
No.2 Heung Yip Road,
Wong Chuk Hang,
Hong Kong

Notes:

1. Any Shareholder entitled to attend and vote at the above SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. A Shareholder may appoint a proxy in respect of only part of his/her/its holding of Shares.
2. 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 certified copy thereof, must be deposited with the Company at the Company's principal office in Hong Kong at 20th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof.
3. For the purpose of the SGM, in order to qualify for attending and voting at the SGM, duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share register, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Monday, 15 May 2017. The Register of Members of the Company will be closed from Tuesday, 16 May 2017 to Thursday, 18 May 2017 (both dates inclusive), during which period no transfer of Shares will be registered.
4. Each of the ordinary resolutions set out above will be determined by way of a poll.

As at the date of this notice, the executive directors of the Company are Mr. Zhao Quan, Mr. Fung Chiu Chak, Victor, Mr. Liu Junchun, Mr. Chiu Chin Hung, Mr. Lau Kin Fai, Mr. Fan Ning, Mr. Meng Yongtao and Mr. Wong Tai Lun Kenneth; and the independent non-executive Directors of the Company are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee.

Company website: www.hkicimgroup.com