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HONG KONG INTERNATIONAL CONSTRUCTION INVESTMENT MANAGEMENT GROUP CO., LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 687)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Reference is made to the joint announcements of Hong Kong International Construction Investment Management Group Co., Limited (the “**Company**”) and the Offeror dated 8 March 2019 (the “**Joint Announcement**”) in relation to, among others, the Offers. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

This announcement is made by the Company pursuant to Rule 3.8 of the Takeovers Code.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

It has come to the attention of the Company that 4,720,000 Share Options granted under the Share Option Scheme lapsed on 28 March 2019 due to the departure of certain employees.

Upon lapse of such Share Options, as at the date of this announcement, there are 3,366,035,709 Shares in issue and there are 309,610,000 outstanding Share Options. Save as disclosed herein, the Company does not as at the date of this announcement have and is not expected to have in issue any outstanding options, warrants, derivatives or securities that carry a right to subscribe for or which are convertible into Shares. The following is the list of outstanding Share Options:

Date of grant	Exercise price (HK\$ per Share)	Number of outstanding Share Options	Exercisable period	Number of underlying Shares
July 20, 2018	1.75	232,680,000	July 20, 2018 to July 19, 2028 ⁽¹⁾	232,680,000
October 18, 2018	1.90	76,930,000	October 18, 2018 to October 17, 2028 ⁽²⁾	76,930,000

Note:

- (1) For grantees who are Directors, 50% of the Share Options are exercisable on or after the date of grant and the remaining 50% of the share options are exercisable on or after January 1, 2019.

For grantees who are not Directors, 30% of the Share Options are exercisable on or after the date of grant, a further 30% of the Share Options are exercisable on or after January 1, 2019 and the remaining 40% of the Share Options will be exercisable on or after January 1, 2020.

Based on the above vesting schedule, as of the date of this announcement, 195,360,000 Share Options are exercisable and 37,320,000 Share Options are not exercisable until January 1, 2020.

- (2) For grantees who are Directors, 50% of the Share Options are exercisable on or after the date of grant and the remaining 50% of the Share Options are exercisable on or after January 1, 2019, provided that the grantee remains an employee, officer or director of any member of the Group or any entity in which any member of the Group holds any equity interest, whether full time or part time as at this date.

For grantees who are not Directors, 30% of the Share Options are exercisable on or after the date of grant, a further 30% of the Share Options are exercisable on or after January 1, 2019, provided that the grantee remains an employee, officer or director of any member of the Group or any entity in which any member of the Group holds any equity interest, whether full time or part time, as at this date and the remaining 40% of the Share Options will be exercisable on or after January 1, 2020, provided that the grantee remains an employee, officer or director of any member of the Group or any entity in which any member of the Group holds any equity interest, whether full time or part time, as at this date.

Based on the above vesting schedule, as of the date of this announcement, 74,810,000 Share Options are exercisable and 2,120,000 Share Options are not exercisable until January 1, 2020.

DISCLOSURE OF DEALINGS

Associates of the Offeror or the Company (including persons holding 5% or more of any class of relevant securities of the Offeror or the Company) are reminded to disclose their dealings in Shares. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders, Optionholders and potential investors in the Company should exercise caution when dealing in the Shares and other securities of the Company. Person who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
**Hong Kong International Construction
Investment Management Group Co., Limited**
Sun Kin Ho Steven
Co-Chairman

Hong Kong, 1 April 2019

As at the date of this announcement, the executive Directors of the Company 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 of the Company are Mr. Tang King Shing and Mr. Yang Han Hsiang; 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. Chong Kin Ho.

Company website: www.hkicimgroup.com

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.