

*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)**

### **(1) PROPOSED CHANGE OF COMPANY NAME AND (2) PROPOSED SHARE PREMIUM REDUCTION**

The Board intends to put forward to the Shareholders the following at the AGM:

- (1) to change the English name of the Company from “Hong Kong International Construction Investment Management Group Co., Limited” to “Tysan Holdings Limited” and to adopt and register the Chinese name “泰昇集團控股有限公司” as the secondary name of the Company; and
- (2) to reduce the amount of HK\$10,004,287,912.58 standing to the credit of the Share Premium Account as at 31 December 2018.

A circular containing further information on the Change of Company Name and the Share Premium Reduction and a notice to convene the AGM will be despatched to the Shareholders in due course in accordance with the Listing Rules.

#### **1. PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Hong Kong International Construction Investment Management Group Co., Limited” to “Tysan Holdings Limited” and to adopt and register the Chinese name “泰昇集團控股有限公司” as the secondary name of the Company.

## **Conditions for the Change of Company Name**

The proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders at the AGM approving the Change of Company Name in accordance with the Bye-laws of the Company; and
- (ii) the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

Subject to the satisfaction of the above conditions, the proposed Change of Company Name will take effect from the date of entry of the new English name and Chinese secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

## **Reasons for the Change of Company Name**

Following the recent change in control of the Company, the Board considers that the Change of Company Name will better reflect the brand by which the Group is better known. Accordingly, the Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

## **Effects of the Change of Company Name**

The proposed Change of Company Name will not, of itself, affect any rights of the Shareholders or the Group's daily business operations. All existing share certificates of the Company in issue bearing the current name of the Company shall continue to be good evidence of legal title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new logo.

Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names and the new logo of the Company.

## **2. PROPOSED SHARE PREMIUM REDUCTION**

The Board intends to put forward to the Shareholders a proposal at the AGM to reduce the share premium of the Company pursuant to the laws of Bermuda and the Bye-laws of the Company.

Based on the audited consolidated financial statements of the Company for the financial year ended 31 December 2018, as at 31 December 2018, the amount standing to the credit of the Share Premium Account was HK\$10,004,287,912.58. It is proposed that an amount of HK\$10,004,287,912.58 standing to the credit of the Share Premium Account be cancelled and that the credit arising therefrom be transferred to the Contributed Surplus Account which may be used in any manner permitted under the Bye-laws including payment of dividends to the Shareholders from time to time.

### **Conditions for the Share Premium Reduction**

The Share Premium Reduction is conditional upon, inter alia, the following being fulfilled:

- (i) the passing of a special resolution by the Shareholders to approve the Share Premium Reduction at the AGM; and
- (ii) compliance with section 46(2) of the Companies Act 1981 of Bermuda, including (a) publication of a notice in relation to the Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the effective date of the Share Premium Reduction; and (b) the Board being satisfied that on the effective date of the Share Premium Reduction, there are no reasonable grounds for believing the Company is, or after the proposed Share Premium Reduction would be, unable to pay its liabilities as they become due.

Assuming the above conditions are fulfilled, it is expected that the Share Premium Reduction will become effective on the date of passing the relevant special resolution approving the Share Premium Reduction.

### **Reasons for the Share Premium Reduction**

The Company is subject to restrictions under the laws of Bermuda on the use of the funds standing to the credit of the Share Premium Account. The Contributed Surplus Account is a distributable reserve which is available to be applied by the Company in a more general manner as the Board may think fit, including but not limited to, payment of dividends to Shareholders, issue of bonus shares, elimination of accumulated losses and the repurchase of Shares. The Share Premium Reduction and the subsequent transfer of part of the credit arising therefrom to the Contributed Surplus Account will increase the distributable reserves of the Company and give the Company greater flexibility for, amongst other things, funding dividends and other distributions to Shareholders. The Board believes that the Share Premium Reduction is in the interests of the Company and Shareholders as a whole.

## **Effects of the Share Premium Reduction**

The implementation of the Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Save for the expenses incurred by the Company in relation to the Share Premium Reduction, the Board considers that the implementation of the Share Premium Reduction will not, in itself, have any material adverse effect on the underlying assets, liabilities, business operations, management or financial position of the Company or the interests of Shareholders as a whole.

## **GENERAL**

A circular containing further information on the Change of Company Name and the Share Premium Reduction and a notice to convene the AGM will be despatched to Shareholders in due course in accordance with the Listing Rules. As no Shareholder has a material interest in the Change of Company Name and the Share Premium Reduction, no Shareholder is required to abstain from voting on the proposed resolutions approving the Proposed Change of Company Name and the Share Premium Reduction at the AGM.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

“AGM”	the annual general meeting of the Company to be held on 12 June 2019
“Board”	board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Hong Kong International Construction Investment Management Group Co., Limited” to “Tysan Holdings Limited” and adoption of the Chinese name “泰昇集團控股有限公司” as the secondary name of the Company
“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
“Contributed Surplus Account”	the contributed surplus account of the Company
“Director(s)”	director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary shares of nominal value of HK\$0.10 each of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed reduction of the amount of HK\$10,004,287,912.58 standing to the credit of the Share Premium Account as at 31 December 2018
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the board of  
**HONG KONG INTERNATIONAL  
CONSTRUCTION INVESTMENT  
MANAGEMENT GROUP CO., LIMITED**  
**Fung Chiu Chak, Victor**  
*Vice Chairman*

Hong Kong, 7 May 2019

*As at the date of this announcement, the executive Directors are Mr. Fung Chiu Chak, Victor and Mr. Sun Kin Ho Steven; the non-executive Directors are Mr. Justin Wai, Mr. Wang Tianbing, Mr. David Robert McClure, Mr. Lau Che Hang Alex, Mr. Wu Charles Hsing-yuan and Mr. Yuen Pak Man; and the independent non-executive Directors are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee.*

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