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合生創展集團有限公司*

HOPSON DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 754)

website: <http://www.irasia.com/listco/hk/hopson>

**ISSUE OF ADDITIONAL US\$37.5 MILLION 6.8%
GUARANTEED SENIOR NOTES DUE 2023
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$200
MILLION 6.8% GUARANTEED SENIOR NOTES DUE 2023)**

Reference is made to the announcement of the Company dated 22 June 2021 in relation to the Original Notes Issue.

On 21 July 2021, after trading hours, the Company, the Subsidiary Guarantors and the Initial Purchasers entered into the Purchase Agreement in connection with the issue of the additional US\$37.5 million 6.8% senior notes due 2023. The Additional Notes will be guaranteed by the Subsidiary Guarantors. The Additional Notes will not be convertible into Shares of the Company.

The Company is offering the Additional Notes only outside the United States in reliance on Regulation S under the Securities Act. The Additional Notes and the Subsidiary Guarantees have not been and will not be registered under the Securities Act or the securities laws of any other place. None of the Additional Notes will be offered to the public in Hong Kong or any connected person of the Company.

The gross proceeds from the issue of the Additional Notes will be approximately US\$37.709 million (equivalent to approximately HK\$292.377 million), which, after deducting the underwriting discounts and commissions and other estimated expenses payable in connection with the issue, the Group intends to use for refinancing existing indebtedness.

The Original Notes are listed and quoted on the SGX-ST. Approval in-principle has been received from the SGX-ST for the listing of and quotation for the Additional Notes on the SGX-ST. Such approval in-principle, admission of the Additional Notes on the official list of the SGX-ST, if granted, and the listing and quotation of the Additional Notes on the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, or any other subsidiary or associated company of the Company, the Additional Notes or the Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement.

Completion of the Purchase Agreement is subject to satisfaction and/or waiver of the conditions precedent therein. Please refer to the section headed “Purchase Agreement” below for further information.

As the Purchase Agreement may or may not complete, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

Reference is made to the announcement of the Company dated 22 June 2021 in relation to the Original Notes Issue.

The Board is pleased to announce that on 21 July 2021, after trading hours, the Company, the Subsidiary Guarantors and the Initial Purchasers entered into the Purchase Agreement in connection with the additional issue of the US\$37.5 million 6.8% senior notes due 2023. The Additional Notes will not be convertible into Shares of the Company.

PURCHASE AGREEMENT

Date: 21 July 2021

Parties:

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors;
- (c) the Initial Purchasers (i.e. China International Capital Corporation, CMB International, Vision Capital International, BOCOM International, Harmony Advisors Limited and Orient Securities (Hong Kong))

China International Capital Corporation, CMB International, Vision Capital International and BOCOM International are the joint global coordinators, joint bookrunners and joint lead managers, and Harmony Advisors Limited and Orient Securities (Hong Kong) are the joint bookrunners and joint lead managers for the issue of the Additional Notes.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of China International Capital Corporation, CMB International, Vision Capital International, BOCOM International, Harmony Advisors Limited and Orient Securities (Hong Kong) is a third party independent of the Company and is not a connected person of the Company and its connected persons.

Pursuant to, and subject to certain conditions in, the Purchase Agreement, the Company has agreed to sell, and the Initial Purchasers have agreed to purchase from the Company, the Additional Notes in the aggregate principal amount of US\$37.5 million.

The Additional Notes and the Subsidiary Guarantees have not been and will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold within the United States and may only be offered, sold or delivered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Accordingly, the Additional Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Additional Notes will be offered to the public in Hong Kong or any connected person of the Company.

As the Purchase Agreement may or may not complete, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the Shares.

PRINCIPAL TERMS OF THE ADDITIONAL NOTES

The Additional Notes are constituted by the Indenture. The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 22 June 2021, save for the following:

Additional Notes offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$37.5 million, which are to be consolidated and form a single series and rank *pari passu* with the Original Notes. The Additional Notes will mature on 28 December 2023, unless earlier redeemed in accordance with the terms thereof.

Issue price

The issue price of the Additional Notes will be 99.992135% of the principal amount of the Additional Notes, plus accrued interest from (and including) 28 June 2021 to (but excluding) 28 July 2021.

INFORMATION ON THE GROUP

The Company is an investment holding company incorporated in Bermuda. The Group is mainly engaged in the development of residential properties, commercial properties investment, property management and infrastructure business in mainland China, and investments business.

REASON FOR THE ISSUE OF ADDITIONAL NOTES

The Directors believe that the issue of the Additional Notes will be beneficial to the Group since it will allow the Group to obtain additional financing from international investors and to improve its capital structure.

USE OF PROCEEDS

The gross proceeds from the issue of the Additional Notes will be approximately US\$37.709 million (equivalent to approximately HK\$292.377 million), which, after deducting the underwriting discounts and commissions and other estimated expenses payable in connection with the issue, the Group intends to use for refinancing existing indebtedness.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following capitalised terms shall have the following meanings:

“Additional Notes”	the additional US\$ denominated 6.8% senior notes due 2023 in the aggregate principal amount of US\$37.5 million to be issued by the Company (to be consolidated and form a single series and rank <i>pari passu</i> with the Original Notes)
“Additional Notes Issue”	the issue of the Additional Notes by the Company
“Board”	the board of Directors
“BOCOM International”	BOCOM International Securities Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the issue of the Additional Notes
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the issue of the Additional Notes
“CMB International”	CMB International Capital Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the issue of the Additional Notes
“Company”	Hopson Development Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Harmony Advisors Limited”	Harmony Advisors Limited, one of the joint bookrunners and joint lead managers in respect of the issue of the Additional Notes
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Indenture”	the Indenture entered into by the Company, the Subsidiary Guarantors and the Trustee to govern the Original Notes on 28 June 2021
“Initial Purchasers”	China International Capital Corporation, CMB International, Vision Capital International, BOCOM International, Harmony Advisors Limited and Orient Securities (Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited, one of the joint bookrunners and joint lead managers in respect of the issue of the Additional Notes
“Original Notes”	the 6.8% senior notes due 2023 in the aggregate principal amount of US\$200 million issued by the Company on 28 June 2021
“Original Notes Issue”	the issue of the Original Notes by the Company on 28 June 2021
“PRC” or “China”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“Purchase Agreement”	the purchase agreement dated 21 July 2021 and entered into among the Company, the Subsidiary Guarantors and the Initial Purchasers in connection with the issue of the additional US\$37.5 million 6.8% senior notes due 2023
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees to be provided by the Subsidiary Guarantors in respect of the Additional Notes
“Subsidiary Guarantors”	certain wholly-owned subsidiaries of the Company that will provide guarantees for the Additional Notes
“Trustee”	The Hongkong and Shanghai Banking Corporation Limited, as trustee of the Original Notes and the Additional Notes

“United States” or “U.S.”	the United States of America
“US\$”	United States dollar, the lawful currency of the United States
“Vision Capital International”	Vision Capital International Holdings Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the issue of the Additional Notes
“%”	per cent.

By order of the Board
Hopson Development Holdings Limited
Chu Kut Yung
Chairman

Hong Kong, 21 July 2021

In this announcement, all translations from HK dollars into U.S. dollars have been made at the rate of HK\$7.7534 to US\$1.00 for the purpose of illustration only. The translation shall not be taken as representation that any amounts in HK dollars or U.S. dollars could be converted at such rate or at any other rate.

As at the date of this announcement, the Board comprises eight Directors. The executive Directors are Ms. Chu Kut Yung (Chairman), Mr. Zhang Fan (Co-president), Mr. Au Wai Kin, Mr. Xie Bao Xin and Mr. Bao Wenge; and the independent non-executive Directors are Mr. Tan Leng Cheng, Aaron, Mr. Ching Yu Lung and Mr. Ip Wai Lun, William.

* *For identification purposes only*