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合 生 創 展 集 團 有 限 公 司*

HOPSON DEVELOPMENT HOLDINGS LIMITED

(Stock Code: 754)

(Incorporated in Bermuda with limited liability)

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

NOTICE TO SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Hopson Development Holdings Limited (“Company” together with its subsidiaries, the “Group”) will be held at Vinson Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 22 February 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“1. **THAT** the authorised share capital of the Company be increased from HK\$200,000,000 to HK\$300,000,000 by the creation of an additional 1,000,000,000 shares of HK\$0.1 each and that all such new shares shall rank *pari passu* in all respects with the existing shares of the Company.”

“2. **THAT:**

- (a) the share purchase agreement dated 3 November 2010 (as varied and amended by the supplemental agreement dated 13 December 2010) (“Share Purchase Agreement”) made between the Company and Farrich Investments Limited (“Farrich”), in respect of the acquisition by the Company of the entire issued share capital of Sun Excel Investments Limited (“Acquisition”) at a total consideration of RMB6,605,066,000 (“Consideration”), which shall be partly satisfied by the allotment and issue by the Company of 523,246,625 shares of HK\$0.1 each in the share capital of the Company (“Consideration Shares”) and partly by cash (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the execution, delivery and performance by the Company of the Share Purchase Agreement be and are hereby approved, confirmed and ratified;

- (c) the Acquisition and all transactions contemplated under or incidental to the Share Purchase Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to the Share Purchase Agreement be and are hereby approved, confirmed and ratified;
- (d) the allotment and issue of 128,000,000 and 395,246,625 Consideration Shares credited as fully paid at an issue price of HK\$9.5 per share to Sounda Properties Limited (“Sounda”) and Farrich and/or its nominee(s) (as Farrich may direct), respectively, in accordance with the terms of the Share Purchase Agreement for part payment of the Consideration be and are hereby approved and the share registrar of the Company be and is hereby instructed to issue certificate(s) under seal for the said 128,000,000 and 395,246,625 Consideration Shares to Sounda and Farrich and/or its nominee(s) (as Farrich may direct), respectively on such date (including a day on which the register of members of the Company is closed for transfer of the Shares) as the Company may instruct, and any one Director acting singly be and is hereby authorised to take any and all action and execute any documents as he may see fit in connection with the aforesaid; and
- (e) any one Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Share Purchase Agreement and the issue of the Consideration Shares or any of the transactions contemplated under the Share Purchase Agreement and all other matters incidental thereto.”

By Order of the Board
Chu Mang Yee
Chairman

Hong Kong, 21 January 2011

Registered Office:
Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

Principal Office:
Suites 3305–3309
33/F, Jardine House
1 Connaught Place, Central
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his stead. Any such member who is a holder of two or more shares may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
- (2) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal office of the Company at Suites 3305–3309, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- (3) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

* *for identification purposes only*

As at the date of this announcement, the Board is composed of nine directors. The executive directors are Mr. Chu Mang Yee (Chairman), Mr. Xiang Bin, Mr. Au Wai Kin, Mr. Xue Hu, Ms. Zhao Mingfeng and Mr. Liao Ruqing; and the independent nonexecutive directors are Mr. Lee Tsung Hei, David, Mr. Wong Shing Kay, Oliver and Mr. Tan Leng Cheng, Aaron.