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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>

**MAJOR TRANSACTION
DISPOSAL OF SHARES OF BBMG**

Reference is made to the Announcements which relate to the Group's disposal of BBMG A Shares.

Immediately after the disposal of the Fourth Batch Sold Shares, the Group held 20,560,000 BBMG A Shares. As further disposal of the remaining BBMG A Shares held by the Group, as aggregated with the disposal of the First Batch Sold Shares, the Second Batch Sold Shares, the Third Batch Sold Shares and the Fourth Batch Sold Shares in accordance with Rule 14.22 of the Listing Rules, may constitute a major transaction of the Company which is subject to the shareholders' approval requirement under Rule 14.40 of the Listing Rules, the Company obtained the written approval from Sounda and Hopson Education Funds of the Major Disposal in lieu of holding a general meeting of the Company in accordance with Rule 14.44 of the Listing Rules on 4 May 2012.

During the period from 7 May 2012 up to the date of this announcement (both dates inclusive), the Group has further disposed of an aggregate of 11,760,000 BBMG A Shares for a total consideration of RMB97,261,782 (approximately HK\$120.0 million), exclusive of transaction costs, on the "A share" market of the Shanghai Stock Exchange at an average selling price of approximately RMB8.27 per Sale Share.

Since 2 March 2012 up to the date of this announcement, the Group has disposed of an aggregate of 196,580,000 BBMG A Shares at an aggregate consideration of RMB1,668,476,993 (approximately HK\$2,058.1 million) (exclusive of transaction cost), details of such disposals are disclosed in the Announcements and this announcement. The Group held 8,800,000 BBMG A Shares immediately after the Disposals.

As the applicable percentage ratios in respect of the Disposals, as aggregated with the disposal of the First Batch Sold Shares, the Second Batch Sold Shares, the Third Batch Sold Shares and the Fourth Batch Sold Shares in accordance with Rule 14.22 of the Listing Rules, exceed 25% but are less than 75%, the Disposals constitute a major transaction of the Company under the Listing Rules. Since the Company had obtained a written approval from Sounda and Hopson Education Funds of the Major Disposal in lieu of holding a general meeting of the Company in accordance with Rule 14.44 of the Listing Rules prior to proceeding with the Disposals, no general meeting of the Company was required to be convened to approve the Disposals.

A circular containing, amongst other things, the information required under the Listing Rules in relation to the Disposals is expected to be despatched to the Shareholders on or before 18 June 2012.

THE DISPOSALS

Reference is made to the Announcements which relate to the Group's disposal of BBMG A Shares.

Immediately after the disposal of the Fourth Batch Sold Shares, the Group held 20,560,000 BBMG A Shares. As further disposal of the remaining BBMG A Shares held by the Group, as aggregated with the disposal of the First Batch Sold Shares, the Second Batch Sold Shares, the Third Batch Sold Shares and the Fourth Batch Sold Shares in accordance with Rule 14.22 of the Listing Rules, may constitute a major transaction of the Company which is subject to the shareholders' approval requirement under Rule 14.40 of the Listing Rules, the Company obtained the written approval from Sounda and Hopson Education Funds of the Major Disposal in lieu of holding a general meeting of the Company in accordance with Rule 14.44 of the Listing Rules on 4 May 2012.

Mr. Chu is the beneficial owner of the entire issued share capital of each of Sounda and Hopson Education Funds. As at the date of this announcement, Sounda (a Shareholder holding 1,032,363,809 Shares) and Hopson Education Funds (a Shareholder holding 68,640,000 Shares) hold an aggregate of 1,101,003,809 Shares, representing an aggregate of approximately 63.42% of the issued share capital of the Company. As the Disposals were effected in the open market through the Shanghai Stock Exchange and the identities of the purchasers of the BBMG A Shares under the Disposals could not be identified, no Shareholder would have been required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposals. On the basis set out above, the conditions under Rule 14.44 of the Listing Rules were met. Accordingly, the written approval from Sounda and Hopson Education Funds of the Major Disposal were accepted in lieu of holding a general meeting of the Company in accordance with Rule 14.44 of the Listing Rules.

During the period from 7 May 2012 up to the date of this announcement (both dates inclusive), the Group, through Hopeson Holdings, further disposed of the 11,760,000 BBMG A Shares (representing approximately 0.27% of an aggregate of 3,114,354,625 BBMG A Shares and 1,169,382,435 BBMG H Shares in issue as of 31 March 2012 as shown on the website of the Hong Kong Stock Exchange) for a total consideration of RMB97,261,782 (approximately HK\$120.0 million), exclusive of transaction costs, on the “A share” market of the Shanghai Stock Exchange at an average selling price of approximately RMB8.27 per Sale Share. The total consideration of HK\$120.0 million (exclusive of transaction costs) represented the then prevailing market prices of the Sale Shares.

As the Sale Shares were disposed of in the open market through the Shanghai Stock Exchange, the Company is not aware of the identities of the purchasers of the Sale Shares and accordingly, to the best of the knowledge of the Directors having made all reasonable enquiries, the purchasers of the Sale Shares are third parties independent of and not connected with the Company or its connected persons.

Hopeson Holdings was one of the promoters in the establishment of BBMG in 2005. BBMG and its subsidiaries are principally engaged in the manufacture and sale of cement and modern building materials, property development, property investment, and provision of property management services. The BBMG H Shares became listed on the Main Board of the Hong Kong Stock Exchange in July 2009 and the BBMG A Shares became listed on the “A share” market of the Shanghai Stock Exchange in December 2011. Hopeson Holdings acquired certain domestic shares of BBMG at the time of the establishment of BBMG. The domestic shares of BBMG held by Hopeson Holdings were subsequently converted into BBMG A Shares immediately before the commencement of the A Share Listing. Hopeson Holdings held a total of 205,380,000 BBMG A Shares immediately after the A Share Listing. These shares are subject to the Lock-up Restriction which expired on 1 March 2012.

Since 2 March 2012 up to the date of this announcement, the Group has disposed of an aggregate of 196,580,000 BBMG A Shares at an aggregate consideration of RMB1,668,476,993 (approximately HK\$2,058.1 million) (exclusive of transaction cost), details of such disposals are disclosed in the Announcements and this announcement. The Group held 8,800,000 BBMG A Shares immediately after the Disposals.

All the Disposed BBMG Shares held by the Group were classified as available-for-sale financial assets of the Group in its financial statements. In each of the two years ended 31 December 2011, the Group had received dividend of approximately RMB739,000 and approximately RMB819,000 respectively in respect of the Sale Shares and dividend of approximately RMB12,354,000 and approximately RMB13,683,000 respectively in respect of the Disposed BBMG Shares. The fair value of the Sale Shares and the Disposed BBMG Shares as at 31 December 2011 as recorded in the audited financial statements for the financial year ended 31 December 2011 of the Company amounted to HK\$121,995,000 and HK\$2,039,272,000 respectively. It is expected that the Group will record a gain of approximately HK\$98,784,000 as a result of the Disposals, and a gain of HK\$1,703,874,000 as a result of the disposal of the Disposed BBMG Shares.

As the Sale Shares were disposed of through the Shanghai Stock Exchange, the consideration for the Sale Shares have been and will be settled in accordance with the relevant standard market practice.

REASONS FOR THE DISPOSALS

The Group is principally engaged in property development and property investment in various cities in the PRC including Guangzhou, Beijing, Shanghai and Tianjin. The Group disposed of the Disposed BBMG Shares (including the Sale Shares) for the purpose of realisation of capital gain efficiently. It is expected that the net proceeds of the disposal of the Disposed BBMG Shares (including the Sale Shares) available to the Group will be utilised as its additional working capital.

Given the Disposals were made in the open market of the Shanghai Stock Exchange, the Directors consider the Sale Shares were sold at the then prevailing market prices and the terms of the Disposals are normal commercial terms and are fair and reasonable. The Directors also consider that the Disposals are in the interests of the Company and its Shareholders as a whole.

FINANCIAL INFORMATION OF BBMG

Based on the annual report of BBMG for the year ended 31 December 2011 available from the website of the Hong Kong Stock Exchange, the audited consolidated net profits before and after tax of BBMG for the two years ended 31 December 2011 (prepared in accordance with the Hong Kong Financial Reporting Standards) are set out below:

	For the year ended 31 December 2010	For the year ended 31 December 2011
	<i>RMB'000</i> (Restated)	<i>RMB'000</i>
Profit before tax	4,256,060 (approximately HK\$5,249,850,000)	5,119,845 (approximately HK\$6,315,329,000)
Profit after tax	2,990,750 (approximately HK\$3,689,090,000)	3,593,126 (approximately HK\$4,432,121,000)

Based on the annual report of BBMG for the year ended 31 December 2011 available from the website of the Hong Kong Stock Exchange, the audited total asset value of BBMG as at 31 December 2011 amounted to RMB76,756,993,000 (approximately HK\$94,679,751,000).

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios for the Disposals (as aggregated with the disposal of the First Batch Sold Shares, the Second Batch Sold Shares, the Third Batch Sold Shares and the Fourth Batch Sold Shares in accordance with Rule 14.22 of the Listing Rules, exceed 25% but are less than 75%, the Disposals constitute a major transaction for the Company under the Listing Rules. As the Company had obtained a written approval from Sounda and Hopson Education Funds of the Major Disposal in lieu of holding a general meeting of the Company in accordance with Rule 14.44 of the Listing Rules prior to proceeding with the Disposals, no general meeting of the Company was required to be convened to approve the Disposals.

A circular containing, amongst other things, the information required under the Listing Rules in relation to the Disposals is expected to be despatched to the Shareholders on or before 18 June 2012.

DEFINITIONS

Unless otherwise defined below, terms used in this announcement shall have the same meanings as those defined below:

“Announcements”	the announcement of the Company dated 10 April 2012 relating to the disposal of the First Batch Sold Shares, the announcement of the Company dated 18 April 2012 relating to the disposal of the Second Batch Sold Shares, the announcement of the Company dated 23 April 2012 relating to the disposal of the Third Batch Sold Shares and the announcement of the Company dated 3 May 2012 relating to the disposal of the Fourth Batch Sold Shares
“A Share Listing”	listing of the BBMG A Shares on the “A share” market of the Shanghai Stock Exchange
“Company”	Hopson Development Holdings Limited
“Group”	the Company and its subsidiaries
“BBMG”	北京金隅股份有限公司 (BBMG Corporation*), a joint stock company established under the laws of the PRC with limited liability
“BBMG A Share(s)”	ordinary share(s) with nominal value of RMB1.00 each of BBMG which are listed on the “A” share market of the Shanghai Stock Exchange
“BBMG H Share(s)”	ordinary share(s) with nominal value of RMB1.00 each of BBMG which are listed on the Main Board of the Hong Kong Stock Exchange

“Board”	board of Directors
“Director(s)”	director(s) of the Company
“Disposals”	the on-market disposal of a total number of 11,760,000 BBMG A Shares by Hopeson Holdings on the date of this announcement
“Disposed BBMG Shares”	the First Batch Sold Shares, the Second Batch Sold Shares, the Third Batch Sold Shares, the Fourth Batch Sold Shares and the Sale Shares
“First Batch Sold Shares”	40,930,000 BBMG A Shares disposed of by the Group during the period commencing from 2 March 2012 up to and including 10 April 2012, details of which are disclosed in the announcement of the Company dated 10 April 2012
“Fourth Batch Sold Shares”	48,430,000 BBMG A Shares disposed of by the Group during the period commencing from 24 April 2012 up to and including 3 May 2012, details of which are disclosed in the announcement of the Company dated 3 May 2012
“HK\$”	Hong Kong dollars
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hopeson Holdings”	Hopeson Holdings Limited, a wholly owned subsidiary of the Company which is incorporated in Hong Kong
“Hopson Education Funds”	Hopson Education Charitable Funds Limited
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Lock-up Restriction”	the restriction from transfer for a period of one year from the commencement date of the A Share Listing
“Major Disposal”	the Group’s further disposal of BBMG A Shares subsequent to the disposal of the Fourth Batch Sold Shares, the applicable percentage ratios of which, as aggregated with the disposal of the First Batch Sold Shares, the Second Batch Sold Shares, the Third Batch Sold Shares and the Fourth Batch Sold Shares in accordance with Rule 14.22 of the Listing Rules, reach 25% but are less than 75%
“Mr. Chu”	Mr. Chu Mang Yee, the Chairman of the Board
“PRC”	the People’s Republic of China

“RMB”	Renminbi
“Sale Shares”	11,760,000 BBMG A Shares, being the shares of BBMG that the Group disposed of under the Disposals
“Second Batch Sold Shares”	44,600,000 BBMG A Shares disposed of by the Group during the period commencing from 11 April 2012 up to and including 18 April 2012, details of which are disclosed in the announcement of the Company dated 18 April 2012
“Shares”	ordinary shares with nominal value of HK\$0.1 each of the Company
“Shareholders”	Holder of Shares
“Sounda”	Sounda Properties Limited
“Third Batch Sold Shares”	50,860,000 BBMG A Shares disposed of by the Group during the period commencing from 19 April 2012 up to and including 23 April 2012, details of which are disclosed in the announcement of the Company dated 23 April 2012

For the purpose of this announcement, RMB is translated into HK\$ at the exchange rate of RMB1:HK\$1.2335

By Order of the Board
Hopson Development Holdings Limited
Chu Mang Yee
Chairman

Hong Kong, 28 May 2012

As at the date of this announcement, the Board comprises nine directors. The executive directors are Mr. Chu Mang Yee (Chairman), Mr. Zhang Yi, Mr. Xiang Bin, Mr. Au Wai Kin, Mr. Liao Ruo Qing and Ms. Chu Kut Yung; and the independent non-executive directors are Mr. Lee Tsung Hei, David, Mr. Wong Shing Kay, Oliver, and Mr. Tan Leng Cheng, Aaron.

* *For identification purposes only*