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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: 00754)

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

INSIDE INFORMATION
PROPOSED ISSUE OF U.S. DOLLAR DENOMINATED SENIOR NOTES
TO BE GUARANTEED BY THE COMPANY

This announcement is made by the Company pursuant to the inside information provisions under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

The Issuer, an indirect wholly-owned subsidiary of the Company, proposes to conduct an international offering of the Senior Notes and will commence a series of roadshow presentations beginning on or around 12 February 2020 to institutional investors.

The Company is pleased to announce that the Issuer proposes to issue the Senior Notes to institutional investors. The Issuer has appointed China International Capital Corporation, HSBC, Silk Road International, CCB International, Haitong International, GF Securities, HeungKong Financial, Citigroup and DBS Bank Ltd. as the joint global coordinators, joint lead managers and joint bookrunners, and BOCOM International, The Bank of East Asia, Limited, Orient Securities (Hong Kong) and CLSA as the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue.

The Senior Notes are proposed to be guaranteed by the Company (as Parent Guarantor) and the Subsidiary Guarantors. As at the date of this announcement, the terms of the Senior Notes, including their principal amount, coupon, tenor and certain other terms of the Senior Notes, have yet to be finalised. Upon finalising the terms of the Senior Notes, it is expected that the Issuer, the Company (as Parent Guarantor) and the Subsidiary Guarantors will enter into the Purchase Agreement with the Initial Purchasers. Completion of the Proposed Notes Issue is subject to market conditions and investors' interest. If the Senior Notes are issued, the Group intends to apply the net proceeds from the Proposed Notes Issue for project investments, constructions, refinancing and general corporate purposes. The Group may adjust its plans in response to changing market conditions and, thus, reallocate the use of the net proceeds from the Proposed Notes Issue.

The Issuer is offering the Senior Notes only outside the United States in reliance on Regulation S under the Securities Act. The Senior Notes, the Parent Guarantee 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 Senior Notes will be offered to the public in Hong Kong or any connected person of the Company.

The Issuer has received approval in-principle for the listing of the Notes on the SGX-ST. Approval in-principle, admission of the Senior Notes on the official list of the SGX-ST, if granted, and the listing and quotation of the Senior Notes on the SGX-ST, are not to be taken as an indication of the merits of the Issuer, the Company (as Parent Guarantor), the Subsidiary Guarantors, or any other subsidiary or associated company of the Company, the Senior Notes, the Parent Guarantee 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.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Accordingly, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares. A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

This announcement is made by the Company pursuant to the inside information provisions under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

Introduction

The Issuer, an indirect wholly-owned subsidiary of the Company, proposes to conduct an international offering of the Senior Notes and will commence a series of roadshow presentations beginning on or around 12 February 2020 to institutional investors.

The Company is pleased to announce that the Issuer proposes to issue the Senior Notes to institutional investors. In connection with the Proposed Notes Issue, the Issuer will provide such institutional investors with certain corporate and financial information regarding the Group. The Issuer has appointed China International Capital Corporation, HSBC, Silk Road International, CCB International, Haitong International, GF Securities, HeungKong Financial, Citigroup and DBS Bank Ltd. as the joint global coordinators, joint lead managers and joint bookrunners and BOCOM International, The Bank of East Asia, Limited, Orient Securities (Hong Kong) and CLSA as the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue.

The Senior Notes are proposed to be guaranteed by the Company (as Parent Guarantor) and the Subsidiary Guarantors. As at the date of this announcement, the terms of the Senior Notes, including their principal amount, coupon, tenor and certain other terms of the Senior Notes, have yet to be finalised and will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Senior Notes, it is expected that the Issuer, the Company (as Parent Guarantor) and the Subsidiary Guarantors will enter into the Purchase Agreement with China International Capital Corporation, HSBC, Silk Road International, CCB International, Haitong International, GF Securities, HeungKong Financial, Citigroup, DBS Bank Ltd., BOCOM International, The Bank of East Asia, Limited, Orient Securities (Hong Kong) and CLSA as initial purchasers. The Company will make a further announcement in respect of the Proposed Notes Issue upon the signing of the Purchase Agreement.

The Senior Notes, the Parent Guarantee 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 Senior Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Senior Notes will be offered to the public in Hong Kong.

Completion of the Proposed Notes Issue is subject to market conditions and investor interest.

Information on the Group

The Group is principally engaged in the development of residential properties in mainland China. The Group is also involved in commercial properties investment, property management and infrastructure business. Its property development business covers various cities in the PRC including but not limited to Guangzhou, Beijing, Shanghai, Tianjin and Huizhou.

Reasons for the Proposed Notes Issue and the proposed use of proceeds

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

If the Senior Notes are issued, the Group intends to apply the net proceeds from the Proposed Notes Issue for project investments, constructions, refinancing and general corporate purposes.

Listing

The Issuer has received approval in-principle for the listing of the Notes on the SGX-ST. Approval in-principle, admission of the Senior Notes on the official list of the SGX-ST, if granted, and the listing and quotation of the Senior Notes on the SGX-ST, are not to be taken as an indication of the merits of the Issuer, the Company (as Parent Guarantor), the Subsidiary Guarantors, or any other subsidiary or associated company of the Company, the Senior Notes, the Parent Guarantee 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.

No listing of the Senior Notes has been, and will be, sought in Hong Kong.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Accordingly, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares. A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

“Board”	board of Directors
“BOCOM International”	BOCOM International Securities Limited, one of the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“CCB International”	CCB International Capital Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Citigroup”	Citigroup Global Markets Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“CLSA”	CLSA Limited, one of the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Company” or “Parent Guarantor”	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 such term under the Listing Rules

“DBS Bank Ltd.”	DBS Bank Ltd., one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Director(s)”	the director(s) of the Company
“GF Securities”	GF Securities (Hong Kong) Brokerage Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Group”	the Company and its subsidiaries
“Haitong International”	Haitong International Securities Company Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“HeungKong Financial”	HeungKong Securities Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Initial Purchasers”	China International Capital Corporation, HSBC, Silk Road International, CCB International, Haitong International, GF Securities, HeungKong Financial, Citigroup, DBS Bank Ltd., BOCOM International, The Bank of East Asia, Limited, Orient Securities (Hong Kong) and CLSA
“Issuer”	Hopson Capital International Group Co Ltd 合生資本國際集團有限公司, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“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 lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Parent Guarantee”	the guarantee to be provided by the Company (as Parent Guarantor) in respect of the Senior Notes
“PRC” or “China”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement

“Proposed Notes Issue”	the proposed issue of the Senior Notes by the Issuer
“Purchase Agreement”	the purchase agreement proposed to be entered into between, among others, the Issuer, the Company (as Parent Guarantor), the Subsidiary Guarantors and the Initial Purchasers in relation to the Proposed Notes Issue
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Act”	the United States Securities Act of 1933, as amended
“Senior Notes”	US\$ denominated senior notes to be issued by the Issuer
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Silk Road International”	Silk Road International Capital Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees to be provided by the Subsidiary Guarantors in respect of the Senior Notes
“Subsidiary Guarantors”	certain wholly-owned subsidiaries of the Company that will provide guarantees for the Senior Notes
“The Bank of East Asia, Limited”	The Bank of East Asia, Limited, one of the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue
“United States” or “U.S.”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States of America

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

Hong Kong, 12 February 2020

As at the date of this announcement, the Board comprises eight Directors. The executive Directors are Ms. Chu Kut Yung (Chairman), Mr. Xi Ronggui (Chief Executive Officer), Mr. Au Wai Kin, Mr. Xie Bao Xin and Mr. Bao Wenge; and the independent non-executive Directors are Mr. Lee Tsung Hei, David, Mr. Tan Leng Cheng, Aaron and Mr. Ching Yu Lung.

* For identification purposes only