

The 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.



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>

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Hopson Development Holdings Limited (“**Company**” together with its subsidiaries, the “**Group**”) (“**SGM**”) will be held at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou on Thursday, 6 January 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the subscription agreement dated 8 December 2021 and the supplemental subscription agreement dated 16 December 2021 (together, the “**Subscription Agreement**”) and each entered into among the Company, the Subsidiary Guarantors and the Sole Bookrunner and Sole Lead Manager in respect of the issue of the US\$250,000,000 aggregate principal amount of 8.00% guaranteed convertible bonds due 2023 by the Company (the “**Bonds**”) upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Bonds by the Company in accordance with the terms and conditions of the Bonds be and is hereby approved;
- (c) the allotment and issue of new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Conversion Shares**”) which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Bonds in accordance with the terms and conditions of the Bonds be and are hereby approved;

- (d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of the Bonds, and the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company for the issue of the Bonds and the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Bonds be and is hereby approved. The aforementioned specific mandate is in addition to, and shall not prejudice or revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (e) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Bonds and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Bonds.”

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

Hong Kong, 17 December 2021

Principal Office:

Unit 4903–10, 49/F.

The Center

99 Queen’s Road Central, 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) For determining the entitlement of Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 3 January 2022 to Thursday, 6 January 2022 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the SGM, all transfer of shares accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 December 2021.

- (3) 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 Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- (4) To safeguard the health and safety of the shareholders and all attendees at the SGM and to prevent the spread of the coronavirus ("COVID-19"), the following precautionary measures will be implemented at the SGM, without limitation:
- compulsory body temperature screening;
 - wearing of surgical face masks;
 - no distribution of corporate gift or refreshment;
 - mandatory health declaration; and
 - appropriate seating arrangement to avoid over-crowding.

Any person who does not comply with the precautionary measures above may be denied entry to the venue of the SGM. The Company would like to remind the shareholders and all attendees who will attend the SGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the SGM. The Company would also like to remind the shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. Shareholders are encouraged to vote by filing in and submitting the relevant proxy form of the SGM, and appoint the chairman of the SGM as their proxy to vote on the relevant resolution as instructed in accordance with the relevant proxy form instead of attending the SGM in person. Subject to the development of the COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as and when appropriate.

- (5) Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 December 2021.
- (6) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, 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.