

**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Hopson Development Holdings Limited (the “Company”), you should at once hand this supplemental circular and the accompanying second form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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>*

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO SHAREHOLDERS DATED 22 APRIL 2021  
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 22 April 2021 and the notice dated 22 April 2021 convening an annual general meeting (the “AGM”) of the Company to be held at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 11 June 2021 at 10:30 a.m., as clarified by the clarification announcement of the Company dated 22 April 2021. A supplemental notice of the AGM of the Company is set out on pages 7 to 8 of this supplemental circular. A second form of proxy for the AGM, which shall supersede the form of proxy enclosed with the circular dated 22 April 2021, is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/hopson](http://www.irasia.com/listco/hk/hopson)).

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed second form of proxy to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. The completion and return of the second form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

\* *for identification purposes only*

12 May 2021

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## DEFINITIONS

*In this supplemental circular, the following expressions have the following meanings, unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 11 June 2021 at 10:30 a.m. or any adjournment thereof
“Announcement”	the announcement of the Company dated 6 May 2021 announcing the appointment of Mr. Ip as an independent non-executive Director
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	Hopson Development Holdings Limited, a company incorporated in Bermuda with limited liability and whose Shares are listed on the main board operated by the Stock Exchange
“Circular”	the circular of the Company dated 22 April 2021 in respect of the matters to be considered at the AGM as clarified by the Clarification Announcement
“Clarification Announcement”	the clarification announcement of the Company dated 22 April 2021 in relation to book closure date for final dividend
“Director(s)”	director(s) from time to time of the Company
“First Proxy Form”	the form of proxy sent together with the Circular
“Latest Practicable Date”	6 May 2021, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ip”	Mr. Ip Wai Lun, William
“Notice”	the notice of AGM as set out on pages 14 to 17 of the Circular as clarified by the Clarification Announcement
“Second Proxy Form”	the form of proxy sent together with this supplemental circular

## DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from a sub-division or a consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	the supplemental notice convening the AGM as set out on pages 7 to 8 of this supplemental circular



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*Executive Directors:*

CHU Kut Yung (*Chairman*)  
ZHANG Fan (*Co-president*)  
AU Wai Kin  
XIE Bao Xin  
BAO Wenge

*Principal Office:*

Unit 4903-10  
49/F., The Center  
99 Queen's Road Central  
Central  
Hong Kong

*Independent Non-executive Directors:*

TAN Leng Cheng, Aaron  
CHING Yu Lung  
IP Wai Lun, William

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

12 May 2021

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO SHAREHOLDERS DATED 22 APRIL 2021  
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the Circular and the Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular and the Notice.

\* *for identification purposes only*

## LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with (a) the Supplemental AGM Notice; (b) further information regarding the resolution to be proposed at the AGM for approving the re-election of additional retiring director at the AGM; and (c) the special arrangements about completion and submission of the Second Proxy Form.

### PROPOSAL FOR RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Subsequent to the despatch of the Circular and as disclosed in the Announcement, Mr. Ip was appointed as an independent non-executive Director with effect from 6 May 2021. Pursuant to Bye-law 86(2) of the Bye-laws, any Director appointed by the Board after the annual general meeting of the Company held on 12 June 2020 shall retire at the AGM and shall then be eligible for re-election at that meeting. By virtue of Bye-law 86(2) of the Bye-laws, Mr. Ip will retire from office at the AGM and, being eligible, has offered himself for re-election at the AGM. In light of the foregoing, an additional ordinary resolution in relation to the re-election of Mr. Ip as an independent non-executive Director will be proposed to the Shareholders for approval at the AGM.

Biographical details of Mr. Ip, as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out below for the Shareholders' consideration.

#### **Mr. Ip (aged 64)**

Mr. Ip was appointed to the Board as an independent non-executive Director on 6 May 2021. He has over 26 years of investment banking experience in Asia, with a focus on Greater China and Japan. Mr. Ip was the executive director in the mergers and acquisitions department of SMBC Nikko Securities (Hong Kong) Limited during the period between April 2012 to January 2021. He served as the managing director and head of the investment banking department of Cantor Fitzgerald (HK) Capital Markets Ltd from 2010 to 2012. Prior to 2010, Mr. Ip has also worked at several major investment banks of Chinese and European background.

Mr. Ip is a Chartered Financial Analyst Charterholder of the CFA Institute, the U.S.. Mr. Ip has been a Responsible Officer for Type 1, Type 4 and Type 6 (including giving advice on matters falling within the ambit of The Codes on Takeovers and Mergers and Share Buy-backs (as amended from time to time)) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Mr. Ip obtained a Bachelor of Science in Economics and a Master of Science in Economics from London School of Economics and Political Science, University of London. He also earned a Master of Business Administration (MBA) from the Wharton School of Finance, University of Pennsylvania.

Mr. Ip did not hold any directorship in any publicly listed companies, whether in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date.

## LETTER FROM THE BOARD

Mr. Ip has entered into a service contract with the Company for a period of three years commencing from 6 May 2021, which can be terminated by either party giving to the other not less than three months' prior written notice. He is subject to retirement by rotation and re-election at the annual general meeting of the Company under the Bye-laws. Mr. Ip is entitled to an annual remuneration of HK\$350,000 which is determined by the Board based on Mr. Ip's experience, level of responsibilities within the Group and the current market conditions.

As at the Latest Practicable Date, Mr. Ip did not have any interest in any share or underlying share of the Company within the meaning of Part XV of the SFO. He does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company as defined in the Listing Rules, nor does he hold any other position in the Company or any other members of the Group.

### SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

Since the Notice and the First Proxy Form sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Ip as an independent non-executive Director as set out in this supplemental circular, a Supplemental AGM Notice is set out on pages 7 to 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the Second Proxy Form to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. The completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar is required to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should **not** be lodged with the Company's branch registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should take note of the following:

- (i) if no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Ip as an independent non-executive Director as set out in the Supplemental AGM Notice and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

## LETTER FROM THE BOARD

- (ii) if the Second Proxy Form is lodged with the Company's branch share registrar not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Company's branch share registrar less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof, or if lodged not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar by not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending and voting in person at the AGM should they so wish.

### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed additional resolution for the re-election of Mr. Ip as an independent non-executive Director is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolution.

Yours faithfully,  
By order of the Board  
**CHU Kut Yung**  
*Chairman*





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**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “AGM Notice”) and the clarification announcement (“Clarification Announcement”) of Hopson Development Holdings Limited (the “Company”) both dated 22 April 2021, by which the Company convenes an annual general meeting (the “AGM”) to be held at Gloucester Room, 2/F., Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 11 June 2021 at 10:30 a.m. and this supplemental notice shall be read together with the AGM Notice as clarified by the Clarification Announcement.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM of the Company will be held as originally scheduled to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set out in the AGM Notice:

3. F. To re-elect Mr. Ip Wai Lun, William as an independent non-executive Director.

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

Hong Kong, 12 May 2021

*Principal office:*

Unit 4903-10  
49/F., The Center  
99 Queen’s Road Central  
Central  
Hong Kong

\* *for identification purposes only*

## SUPPLEMENTAL NOTICE OF AGM

*Notes:*

1. A second proxy form (the “Second Proxy Form”) containing the additional ordinary resolution under item 3 is enclosed with the supplemental circular dated 12 May 2021 (the “Supplemental Circular”). Please refer to the section headed “SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM” on pages 5 to 6 of the Supplemental Circular and the notes to the Second Proxy Form for arrangements about the completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice as clarified by the Clarification Announcement for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.
3. Shareholders are reminded that completion and return of the First Proxy Form and/or Second Proxy Form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.