

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

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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>

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

The letter from the board of directors of the Company is set out on pages 3 to 5 of this circular.

The notice convening the special general meeting of the Company (the “SGM”) to be held at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou on Tuesday, 22 February 2022 at 10:00 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

**Taking into account the recent development of coronavirus disease 2019 (“COVID-19”), the Company will implement the following precautionary and control measures at the SGM including, 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.**

**The Company strongly advises shareholders of the Company (the “Shareholders”) to appoint the chairman of the SGM as their proxy to vote on the relevant resolution as an alternative to attending the SGM in person. Shareholders are advised to read page i of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**

\* for identification purposes only

## **PRECAUTIONARY MEASURES FOR THE SGM**

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the SGM to protect the attending Shareholders and other attendees from the risk of infection, including the following:

- (1) There will be compulsory body temperature screening for all persons before entering the SGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person who exhibits any flu-like symptoms may be denied entry to the SGM venue or be required to promptly leave the SGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the SGM and inside the SGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the SGM.
- (3) No refreshment will be served, and there will be no corporate gift.
- (4) Attendees are required to submit health declaration forms before entering the SGM venue.
- (5) Anyone attending the SGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the SGM venue to avoid over-crowding.
- (7) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the attendees, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the SGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the SGM as their proxy to vote on the relevant resolution as an alternative to attending the SGM in person.
- (8) Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF THE SGM</b> .....	6

## DEFINITIONS

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

“Appointment Announcement”	the announcement of the Company dated 28 January 2022 in relation to the Proposed Appointment
“Audit Committee”	the audit committee of the Board
“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 of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EY”	Ernst & Young, being the proposed new auditor of the Company
“FY2021”	the financial year ended 31 December 2021
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Appointment”	the proposed appointment of EY as the new auditor of the Company following the resignation of PwC to hold office until the conclusion of the next annual general meeting of the Company, upon the approval of the Shareholders by an ordinary resolution at the SGM
“PwC”	PricewaterhouseCoopers, being the outgoing auditor of the Company
“Resignation Announcement”	the announcement of the Company dated 27 January 2022 in relation to the resignation of PwC as the auditor of the Company

## DEFINITIONS

“SGM”	the special general meeting of the Company to be held at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou on Tuesday, 22 February 2022 at 10:00 a.m. or any adjournment thereof (as the case may be), to consider and approve, the Proposed Appointment
“Shareholders”	holders of the Shares
“Shares”	the ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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>*

*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 HM 11  
Bermuda

28 January 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the resolution to be proposed at the SGM and to give the Shareholders notice of the SGM and other information in accordance with the requirements of the Listing Rules. The resolution to be proposed at the SGM will be for the purpose of approving the appointment of EY as the auditor of the Company.

\* *for identification purposes only*

## LETTER FROM THE BOARD

### PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the Resignation Announcement whereby the Board announced that, PwC had resigned as the auditor of the Company with effect from 27 January 2022.

Reference is also made to the Appointment Announcement. The Board with the recommendation of the Audit Committee proposes to appoint EY as the new auditor of the Company to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the SGM.

The Board and the Audit Committee in proposing the appointment of EY as the new auditor of the Company have considered:

1. PwC's resignation as the auditor of the Company and the possible impacts on the audit of the Group's consolidated financial statements for FY2021;
2. the draft engagement letter in respect of the appointment of EY as the auditor of the Company; and
3. the background, credentials, qualification, experience and resources of EY.

Pursuant to the Bye-laws, if the office of auditor becomes vacant by the resignation of the auditor, the Board shall as soon as practicable convene a special general meeting to fill the vacancy. Accordingly, the Board proposes to seek the approval of the Shareholders of the Proposed Appointment by way of an ordinary resolution at the SGM and the appointment of EY as the new auditor of the Company shall come into effect upon the passing of such ordinary resolution of the Shareholders at the SGM.

The Board and the Audit Committee confirm that save as disclosed in the Resignation Announcement, there are no matters in respect of the change of auditor that need to be brought to the attention of the Shareholders and creditors of the Company.

### THE SGM

The SGM will be held by the Company at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou on Tuesday, 22 February 2022 at 10:00 a.m., to consider and if thought fit, to approve the Proposed Appointment.

The notice of the SGM is set out on pages 6 to 7 of this circular.

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the ordinary resolution put to the vote at the SGM will be taken by way of poll. After the SGM, an announcement regarding the poll results will be published on the respective websites of the Stock Exchange and the Company.

## LETTER FROM THE BOARD

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the resolution proposed to be approved at the SGM.

A form of proxy for the SGM for use by the Shareholders is enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

### **CLOSURE OF THE REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 17 February 2022 to Tuesday, 22 February 2022 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the SGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 February 2022.

### **RECOMMENDATION**

Having considered the circumstances as set out above, the Board is of the view that the Proposed Appointment is in the best interests of the Company and the Shareholders as a whole. As such, the Board recommends that the Shareholders vote in favour of the ordinary resolution set out in the notice of the SGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By Order of the Board  
**Hopson Development Holdings Limited**  
**Chu Kut Yung**  
*Chairman*



NOTICE OF SPECIAL GENERAL MEETING



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 (the “**Company**”, together with its subsidiaries, the “**Group**”) (the “**SGM**”) will be held at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou on Tuesday, 22 February 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** Ernst & Young be and is hereby appointed as the auditor of the Company to fill the casual vacancy following the resignation of PricewaterhouseCoopers as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and are hereby authorised to fix its remuneration”

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

Hong Kong, 28 January 2022

*Principal Office:*

Unit 4903–10, 49/F.

The Center

99 Queen’s Road Central

Central

Hong Kong

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

\* for identification purposes only

## NOTICE OF SPECIAL GENERAL MEETING

*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/her 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/her 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 of the Company (the “**Shareholders**”) to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 17 February 2022 to Tuesday, 22 February 2022 (both dates 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 branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 February 2022.
- (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 branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 disease 2019 (“**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 filling 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 28 January 2022.
- (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.*