

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.



首程控股有限公司  
SHOUCHENG HOLDINGS LIMITED  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 697)

## CONVERSION OF CONVERTIBLE BONDS

Reference is made to the announcements of Shoucheng Holdings Limited (the “**Company**”) dated 27 July 2020 and 10 August 2020 in relation to the subscription of convertible bonds under the general mandate, as well as the announcement of the Company dated 31 August 2020 in relation to the interim results of the Company and its subsidiaries for the six months ended 30 June 2020 (the “**Announcements**”).

Capitalised terms used herein shall have the same meanings as defined in the Announcements unless the context requires otherwise.

### CONVERSION OF CONVERTIBLE BONDS

On 7 September 2020, the Company received a conversion notice from the Subscriber in relation to the exercise of the conversion rights attaching to the Convertible Bonds to convert the Convertible Bonds in the principal amount of HK\$200,000,000 at the Conversion Price of HK\$1.93 per Conversion Share (the “**Conversion**”). Accordingly, on 9 September 2020, 103,626,943 Conversion Shares, representing approximately 1.50% of the total number of issued Shares immediately before the Conversion and approximately 1.47% of the total number of issued Shares as enlarged by the issue of the Conversion Shares, were allotted to the Subscriber in accordance with the terms and conditions of the Convertible Bonds.

The Conversion Shares shall rank *pari passu* with, and carry the same rights in all aspects (including the rights to dividends) as, the other Shares in issue as at the date of the allotment and among themselves in all respects.

The shareholding structure of the Company immediately before and after the Conversion and the issue of the Conversion Shares is set out below:

Name of Shareholder	Immediately before the Conversion and the issue of the Conversion Shares		Immediately after the Conversion and the issue of the Conversion Shares	
	Number of Shares	Approximate % shareholding	Number of Shares	Approximate % shareholding
Shougang Group and its subsidiaries	2,545,447,437	36.75	2,545,447,437	36.21
ORIX Corporation and its subsidiary	1,044,081,679	15.08	1,044,081,679	14.85
NWS Holdings Limited and its subsidiaries	835,485,105	12.06	835,485,105	11.89

Name of Shareholder	Immediately before the Conversion and the issue of the Conversion Shares		Immediately after the Conversion and the issue of the Conversion Shares	
	Number of Shares	Approximate % shareholding	Number of Shares	Approximate % shareholding
Soteria Financial Investment Company Limited	543,092,891	7.84	543,092,891	7.73
The Subscriber	-	-	103,626,943	1.47
Zhao Tianyang (Note 1)	2,210,000	0.03	2,210,000	0.03
Liu Jingwei (Note 1)	1,925,200	0.03	1,925,200	0.03
Liang Hengyi (Note 1)	1,176,000	0.02	1,176,000	0.02
Li Wei (Note 1)	1,020,000	0.01	1,020,000	0.01
Zhang Meng (Note 1)	264,000	0.00	264,000	0.00
Wang Xin (Note 1) (together with his spouse)	240,000	0.00	240,000	0.00
Other Shareholders	<u>1,950,634,468</u>	<u>28.18</u>	<u>1,950,634,468</u>	<u>27.75</u>
<b>Total</b>	<u><u>6,925,576,780</u></u>	<u><u>100.00</u></u>	<u><u>7,029,203,723</u></u>	<u><u>100.00</u></u>

*Notes:*

(1) Zhao Tianyang, Liu Jingwei, Liang Hengyi, Li Wei, Zhang Meng and Wang Xin are Directors.

(2) Any discrepancies in percentage ratios are due to rounding.

## ADJUSTMENT TO INTERIM DIVIDEND

As disclosed in the announcement of the Company dated 31 August 2020, the Board has declared an interim dividend in the total amount of HK\$300 million for the six months ended 30 June 2020. Based on the number of ordinary shares then in issue (i.e. 6,925,576,780 Shares), the amount of interim dividend is equivalent to HK4.33 cents per Share. The interim dividend will be payable to the Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 18 September 2020 (“**Record Date**”).

Since the Conversion was completed before the Record Date, the total number of issued Shares carrying the right to the aforesaid interim dividend is increased from 6,925,576,780 Shares to 7,029,203,723 Shares. Therefore, the interim dividend will be adjusted to **HK4.27 cents** per Share, which is calculated based on the total dividend amount of HK\$300 million and the number of issued Shares after completion of the Conversion (i.e. 7,029,203,723 Shares), assuming there is no other change in the number of issued Shares.

In order to qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Friday, 18 September 2020 for registration. The interim dividend is expected to be paid on or about Thursday, 22 October 2020.

By order of the Board  
**Shoucheng Holdings Limited**  
**Zhao Tianyang**  
Chairman

Hong Kong, 9 September 2020

*As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman), Mr. Xu Liang, Mr. Li Wei (President), Mr. Liang Hengyi (Managing Director) and Ms. Zhang Meng as Executive Directors; Dr. Li Yinhui, Mr. Liu Jingwei, Mr. Ho Gilbert Chi Hang and Mr. Li Hao as Non-executive Directors; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Dr. Qiao Yongyuan as Independent Non-executive Directors.*