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世茂集團

SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 813)**

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
SHIMAO SERVICES HOLDINGS LIMITED  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**RECORD DATE FOR ASSURED ENTITLEMENT**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the Shimao Services Shares in the Preferential Offering will be Monday, 19 October 2020. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Thursday, 15 October 2020.

**The Proposed Spin-off is subject to, among other things, the approvals of the Listing Committee, the final decisions of the Board and of the board of directors of Shimao Services, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.**

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 29 June 2020 (the “**Announcement**”) in relation to the Proposed Spin-off.

As disclosed in the Announcement, the Company intends to spin-off Shimao Services by way of a separate listing of the Shimao Services Shares on the main board of the Stock Exchange. In connection with the Proposed Spin-off, Shimao Services will conduct a Global Offering comprising the Hong Kong Public Offering and the International Offering (including the Preferential Offering). In accordance with the requirements of Practice Note 15 to the Listing Rules, the Board proposes to give due regard to the interests of the Shareholders by providing Qualifying Shareholders with the Assured Entitlement to the Shimao Services Shares by way of the Preferential Offering, if the Proposed Spin-off proceeds. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcements will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the Shimao Services Shares in the Preferential Offering. Shareholders whose names appear on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders) will be entitled to apply for the Shimao Services Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced. Subject to the relevant legal restrictions and regulatory requirements, Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the Shimao Services Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the Shimao Services Shares under the International Offering, if qualified to do so.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

## **RECORD DATE**

The Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the Shimao Services Shares in the Preferential Offering will be Monday, 19 October 2020.

In order to qualify for the Assured Entitlement, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 October 2020. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Thursday, 15 October 2020.

**As the Proposed Spin-off is subject to, among other things, approvals from the Listing Committee, the final dates of registration and issue of the prospectus of Shimao Services have not yet been determined. Accordingly, the Record Date of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.**

In the event that there is a change in the Record Date of the Company for determining the Assured Entitlement of Qualifying Shareholders, a further announcement will be made by the Company and such revised Record Date of the Company will supersede and replace the Record Date of the Company for determining the Assured Entitlement of Qualifying Shareholders set out in this announcement.

## **GENERAL**

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

**The Proposed Spin-off is subject to, among other things, the approvals of the Listing Committee, the final decisions of the Board and of the board of directors of Shimao Services, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.**

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Assured Entitlement”	the entitlement of Qualifying Shareholders to apply for the Shimao Services Shares on an assured basis pursuant to the Preferential Offering to be determined on the basis of their respective shareholdings in the Company on the Record date;
“Board”	the board of directors of the Company;
“Company”	Shimao Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Global Offering”	the Hong Kong Public Offering and the International Offering (including the Preferential Offering);
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Public Offering”	the offer of the Shimao Services Shares for subscription by the public in Hong Kong on the terms and conditions to be set out in the prospectus and application forms of Shimao Services;
“International Offering”	the offer of the Shimao Services Shares for subscription by professional or qualified investors outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as detailed in the prospectus of Shimao Services;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date and whose addresses as shown in such register are in any of the Specified Territories and any Shareholders or beneficial Shareholders at that time who are otherwise known by the Company to be resident in any of the Specified Territories;
“PRC”	the People’s Republic of China;

“Preferential Offering”	the preferential offering of the Shimao Services Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering;
“Proposed Spin-off”	the proposed spin-off and separate listing of the Shimao Services Shares on the main board of the Stock Exchange;
“QIB”	a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act;
“Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date, other than Non-Qualifying Shareholders;
“Record Date”	the record date for ascertaining the Qualifying Shareholders who shall be entitled to the Assured Entitlements;
“Shares”	ordinary shares of the Company;
“Shareholder(s)”	shareholders of the Company;
“Shimao Services”	Shimao Services Holdings Limited (世茂服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability;
“Shimao Services Shares”	ordinary shares of par value HK\$0.01 each in the share capital of Shimao Services;
“Specified Territories”	jurisdictions outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdictions, the Company and Shimao Services consider the exclusion of the Shareholders with registered addresses in, or who are otherwise known by the Company to be residents of, such jurisdictions from the Preferential Offering to be necessary or expedient; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

On behalf of the Board  
**Shimao Group Holdings Limited**  
**Hui Wing Mau**  
*Chairman*

Hong Kong, 6 October 2020

*As at the date of this announcement, the Board comprises four Executive Directors, namely, Mr. Hui Wing Mau (Chairman), Mr. Hui Sai Tan, Jason (Vice Chairman and President), Ms. Tang Fei and Mr. Lu Yi; and three Independent Non-executive Directors, namely, Ms. Kan Lai Kuen, Alice, Mr. Lyu Hong Bing and Mr. Lam Ching Kam.*