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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>*

**BONUS ISSUE OF SHARES  
UNDER GENERAL MANDATE TO ISSUE SHARES**

**BONUS ISSUE**

Reference is made to the announcement of the Company dated 31 March 2022 relating to the annual results of the Company for the year ended 31 December 2021. The Board is pleased to announce that it has resolved to make the Bonus Issue under the General Mandate on the basis of one Bonus Share for every ten existing Shares held by the Shareholders whose names appear on the register of members of the Company on the Record Date (i.e. Friday, 8 July 2022), upon the fulfillment of the conditions set out in the paragraph headed “Conditions of Bonus Issue” in this announcement.

**Basis of the Bonus Issue**

Subject to the conditions set out under the paragraph headed “Conditions of the Bonus Issue” below having been fulfilled, the Bonus Shares will be issued and credited as fully paid at par on the basis of one Bonus Share for every ten existing Shares held by the Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares will be issued under the General Mandate.

On the basis of 2,374,493,226 Shares in issue as at the date of this announcement, and assuming that there is no change to the number of issued Shares on or before the Record Date, it is anticipated that a total of 237,449,322 Bonus Shares will be allotted and issued under the Bonus Issue. The Bonus Shares may be allotted in odd lot (i.e. less than a board lot of 100 Shares). Immediately upon the completion of the Bonus Issue, there will be a total of 2,611,942,548 Shares in the enlarged issued share capital of the Company. The Bonus Shares will be credited as fully paid at par by way of capitalisation of an amount of HK\$23,744,932.20 standing to the credit of the share premium account of the Company pursuant to the Bonus Issue.

## **General Mandate**

By the resolutions of the Shareholders passed at the annual general meeting of the Company held on 11 June 2021 (the “**AGM**”), the Shareholders (i) granted a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution (the “**Issue Mandate**”); (ii) granted a general mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution (the “**Repurchase Mandate**”); and (iii) authorised the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate (collectively, the “**General Mandate**”).

The number of Shares that may be allotted, issued and dealt with under the Issue Mandate immediately after the AGM was 438,273,686 Shares, being 20% of the number of issued Shares as at the date of passing the relevant resolution at the AGM. On 26 November 2021, 216,544,892 Shares were issued under the Issue Mandate, as bonus issue of Shares (the “**2021 Bonus Shares**”). As at the date of this announcement, a total of 20,746,900 Shares have been repurchased by the Company since the AGM under the Repurchase Mandate. Consequently, as at the date of this announcement, the number of Shares that the Company may allot, issue and deal with under the General Mandate is 242,475,694, being the initial of 438,273,686 Shares granted under the Issue Mandate, less the 2021 Bonus Shares (i.e. 216,544,892 Shares), plus the 20,746,900 Shares extended by the repurchases made under the Repurchase Mandate.

The Bonus Shares will be allotted and issued under the General Mandate and no additional approval from the Shareholders is required for the Bonus Issue.

## **Status of the Bonus Shares**

The Bonus Shares, upon issue, will rank *pari passu* with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions the record date for which falls on or after the date of allotment and issue of those Bonus Shares.

## **Fraction of Bonus Shares**

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be cancelled by the Company.

## **Closure of register of members**

For the purpose of determining the Shareholders’ entitlements to the Bonus Issue, the register of members of the Company will be closed from Tuesday, 5 July 2022 to Friday, 8 July 2022 (both days inclusive), during which period no transfer of Shares will be registered.

In order to qualify for the entitlements to the Bonus Issue, all transfers of Shares should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 4 July 2022.

## **Conditions of Bonus Issue**

The Bonus Issue is conditional upon:

- (i) the Listing Committee granting the listing of, and permission to deal in the Bonus Shares; and
- (ii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Bermuda and the Bye-laws of the Company to effect the Bonus Issue.

## **Listing, dealings and share certificates for the Bonus Shares**

Application will be made to the Listing Committee for the listing of, and permission to deal in the Bonus Shares. The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of and permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange.

It is expected that the share certificates for the Bonus Shares will be posted by ordinary post on or before Friday, 29 July 2022, after all the conditions of the Bonus Issue have been fulfilled, at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date.

Subject to the fulfillment of all the conditions of the Bonus Issue, dealings in the Bonus Shares on the Stock Exchange are expected to commence on Monday, 1 August 2022.

## **Overseas Shareholders**

As at the date of this announcement, none of the Shareholders as recorded on the register of members of the Company has an address which is outside Hong Kong.

Should there be any Overseas Shareholders on the Record Date, the Company will make enquiry pursuant to Rule 13.36(2)(a) of the Listing Rules regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange. Based on the results of such enquiry, the Board will consider whether to exclude such Overseas Shareholders from the Bonus Issue and it may only exclude such Overseas Shareholders on the basis that, having made such enquiry, it would be necessary or expedient to do so. If any such Overseas Shareholder is excluded, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by post at his/her/its own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

## Reasons for Bonus Issue

In view of the positive annual results of the Group and in recognition of the continual support of the Shareholders, in addition to the proposed final dividend for the year ended 31 December 2021, the Board has resolved to also make the Bonus Issue to enable the Shareholders to enjoy a pro-rata increase in the number of Shares being held in the Company without incurring any costs.

Although the price per Share on an ex-entitlement basis is expected to reduce proportionately and the Bonus Issue is not expected to increase the Shareholders' proportionate equity interests in the Company, the Bonus Issue will increase the number of Shares to be held by the Shareholders, which will afford them with more flexibility in managing their own investment portfolios. The Board believes that the Bonus Issue, in combination with the proposed distribution of cash dividends, will not only enhance the liquidity of the Shares in the market and enlarge the capital base of the Company but also represent an appropriate and balanced way to respond to the support of the Shareholders throughout the years.

## Expected Timetable

The expected timetable<sup>Note</sup> for the Bonus Issue is set out below:

Latest date of dealing in Shares cum entitlements to the Bonus Issue	Wednesday, 29 June 2022
First date of dealing in Shares ex-entitlements to the Bonus Issue	Thursday, 30 June 2022
Latest time for lodging transfers for entitlements to the Bonus Issue	4: 30 p.m. on Monday, 4 July 2022
Book closure period (both days inclusive)	Tuesday, 5 July 2022 to Friday, 8 July 2022
Record Date for determination of entitlements to the Bonus Issue	Friday, 8 July 2022
Register re-opens	Monday, 11 July 2022
Despatch of the certificates for Bonus Shares	Friday, 29 July 2022
First date of dealing in Bonus Shares	9:00 a.m. on Monday, 1 August 2022

*Note: All times in this announcement refer to Hong Kong times. Dates and deadlines specified above are indicative only and may be varied by the Company. If trading of Shares on the Stock Exchange is interrupted due to a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons (as announced by the Government of the Hong Kong) and/or a black rainstorm warning, the Record Date or book close date (thus the ex-entitlement date) may need to be postponed. In such circumstance, the Company will publish an announcement on the revised timetable as soon as practicable.*

## Convertible Bonds

On 10 January 2022, the Company issued US\$250 million in the aggregate principal amount of 8.00% guaranteed convertible bonds due 2023 (the “**Convertible Bonds**”). The Convertible Bonds have been listed on the Stock Exchange (stock code of the Convertible Bonds: 04312) since 11 January 2022. As at the date of this announcement, the Convertible Bonds in the aggregate principal amount of US\$250 million remained outstanding. The Company will make further announcement in relation to any adjustment to be made to the conversion price of the Convertible Bonds in accordance with the terms and conditions thereof.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following capitalised terms shall have the following meanings:

“AGM”	has the meaning given to it in the section headed “General Mandate” in this announcement
“Board”	the board of Directors
“Bonus Issue”	the issue of Bonus Shares to the Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date on the basis of one Bonus Share for every ten existing Shares held by the Shareholders on the Record Date
“Bonus Share(s)”	new Share(s) to be allotted and issued by the Company by way of Bonus Issue on the terms set out in this announcement
“Company”	Hopson Development Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	has the meaning given to it in the section headed “General Mandate” in this announcement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date are outside Hong Kong
“Record Date”	Friday, 8 July 2022, being the record date by reference to which entitlements to the Bonus Share will be determined
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar, the lawful currency of the United States of America

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

Hong Kong, 21 April 2022

*As at the date of this announcement, 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.*

\* *For identification purpose only*