

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.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company. This announcement is not, and does not form any part of, an offer or invitation for the sale of securities in the United States. The securities have not been and will not be registered under the Securities Act, and may not be offered, sold or otherwise transferred within the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of the offering in the United States.

FOR DISTRIBUTION ONLY OUTSIDE THE UNITED STATES TO PERSONS OTHER THAN “U.S. PERSONS” (AS DEFINED IN REGULATION S OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”)). NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.



SHIMAO SERVICES HOLDINGS LIMITED

世茂服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 873)

**RESULTS OF THE CONSENT SOLICITATION IN RELATION TO THE
HK\$3,110,000,000 2.25 PER CENT. GUARANTEED CONVERTIBLE
BONDS DUE 2022 ISSUED BY A SUBSIDIARY OF THE COMPANY**

INTRODUCTION

Reference is made to the announcements of Shimao Services Holdings Limited (the “**Company**”) dated 6 July 2022 and 22 July 2022 (the “**Announcements**”) in relation to the Consent Solicitation. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcements.

RESULTS OF THE MEETINGS IN RESPECT OF THE CONSENT SOLICITATION

The Issuer hereby announces that, with respect to the Bonds, the Consent Conditions have been satisfied and it has received the requisite consent at the Meeting held on 1 August 2022 to approve and implement the Extraordinary Resolution and to give effect to the Proposed Waiver and the Proposed Amendments. The Supplemental Trust Deed giving effect to the Proposed Amendments and the Written Waiver giving effect to the Proposed Waiver are expected to be executed on 3 August 2022, upon which the Proposed Waiver and the Proposed Amendments will become effective.

The Issuer undertakes that it will, upon the execution of the Supplemental Trust Deed and the Written Waiver and on the same date thereof, deliver an optional redemption notice in accordance with Condition 8(B) (as amended by the Proposed Amendments), to the Bondholders, the Trustee and the Principal Agent in writing, specifying that the Issuer will redeem HK\$1,399.5 million, or 45%, of the aggregate principal amount of the outstanding Bonds at their principal amount on the Redemption Date (together with any interest accrued but unpaid up to but excluding the Redemption Date).

The Consent Fee is a cash payment of HK\$2,500 per HK\$1,000,000 principal amount of the Bonds for each Eligible Beneficial Owner whose valid Consent Instruction in favour of the Extraordinary Resolution is received by the Tabulation and Information Agent by no later than the Extended Expiration Time.

The Ineligible Beneficial Owner Payment is a cash payment of HK\$2,500 per HK\$1,000,000 principal amount of the Bonds for each Ineligible Beneficial Owner whose valid Ineligible Beneficial Owner Instruction in favour of the Extraordinary Resolution is received by the Tabulation and Information Agent by no later than the Extended Expiration Time.

Subject to the terms and conditions of the Consent Solicitation, the Issuer expects to make payment of the Consent Fee and Ineligible Beneficial Owner Payment on or around 4 August 2022.

OTHER INFORMATION

The Issuer has appointed Kroll Issuer Services Limited as Tabulation and Information Agent with respect to the Consent Solicitation. The Consent Solicitation Memorandum, the Supplement, this announcement and all documents related to the Consent Solicitation can be found on the Consent Website: <https://deals.is.kroll.com/shimaoservices>. Requests for copies of the Consent Solicitation Memorandum, the Supplement and their related documents may be directed to the Tabulation and Information Agent at the address and telephone number as set forth below. The contact information of Kroll Issuer Services Limited is set out as follows:

Kroll Issuer Services Limited

In London

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

In Hong Kong

3rd Floor, Three Pacific Place
1 Queen's Road East
Admiralty
Hong Kong

Email: shimaoservices@is.kroll.com
Consent Website: <https://deals.is.kroll.com/shimaoservices>
Attention: Mu-yen Lo/Harry Ringrose

Unless stated otherwise, announcements in connection with the Consent Solicitation will be made through the website of the SGX-ST and the Consent Website, and/or the delivery of notices to the Clearing Systems for communication to Direct Participants. Copies of the announcements and notices can also be obtained from the Consent Website. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Bondholders are urged to contact the Tabulation and Information Agent for the relevant announcements during the course of the Consent Solicitation.

The terms of the Consent Solicitation are more fully described in the Consent Solicitation Memorandum as amended by the Supplement, which set out further details regarding the consent procedures and the conditions of the Consent Solicitation.

On behalf of the Board
Shimao Services Holdings Limited
Hui Sai Tan, Jason
Chairman

Hong Kong, 1 August 2022

As at the date of this announcement, the Board of the Company comprises four Executive Directors, namely Mr. Hui Sai Tan, Jason (Chairman), Mr. Ye Mingjie (President), Mr. Cao Shiyang and Mr. Cai Wenwei; one Non-executive Director, namely, Ms. Tang Fei; and three Independent Non-executive Directors, namely, Ms. Kan Lai Kuen, Alice, Mr. Gu Yunchang and Ms. Zhou Xinyi.