

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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 supplemental form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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>

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A supplemental notice of the annual general meeting (the “AGM”) is set out on pages 5 to 6 of this circular. The AGM will be held as scheduled at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 12 June 2015 at 10:00 a.m..

* *for identification purposes only*

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DEFINITIONS

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

“2014 Annual Report”	the 2014 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 12 June 2015 at 10:00 a.m. or any adjournment thereof
“Announcement”	the announcement of the Company dated 29 April 2015 in relation to the passing away of Mr. Wong Shing Kay, Oliver, an independent non-executive Director
“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 operated by the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company from time to time
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company (or of such other nominal amount as comprising the share capital of the Company as shall result from a sub-division or a consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules



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Executive Directors:

Chu Mang Yee (*Chairman*)
Chu Kut Yung (*Deputy Chairman*)
Au Wai Kin
Liao Ruo Qing
Xie Bao Xin
Bao Wenge

Independent Non-executive Directors:

Lee Tsung Hei, David
Tan Leng Cheng, Aaron

Principal Office:

Suites 3305-09
33rd Floor, Jardine House
1 Connaught Place
Central
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

12 May 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

References are made to (i) the circular of the Company (“Original Circular”) and the notice of AGM (“Original Notice”) dated 22 April 2015, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders’ approval; and (ii) the Announcement. This circular should be read together with the Original Circular.

In the Original Circular, it is mentioned, among others, Mr. Wong Shing Kay, Oliver will retire by rotation at the AGM in accordance with Bye-law 87(1) of the Bye-laws.

* for identification purposes only

LETTER FROM THE BOARD

As announced on 29 April 2015, the Company had been informed that Mr. Wong Shing Kay, Oliver passed away on 9 April 2015. Due to the death of Mr. Wong Shing Kay, Oliver, the Board will withdraw the ordinary resolution numbered 2.C. “To re-elect Mr. Wong Shing Kay, Oliver as an independent non-executive Director.” from voting at the AGM. In light of the foregoing and pursuant to Bye-law 87(1) of the Bye-laws, Mr. Tan Leng Cheng, Aaron will be required to retire by rotation at the AGM and, being eligible, has offered himself for re-election. Hence, an additional resolution in relation to the re-election of Mr. Tan Leng Cheng, Aaron as an independent non-executive Director will be proposed to the Shareholders for approval at the AGM. Save for the above, other resolutions as set out in the Original Notice will remain unchanged and will be voted at the AGM as usual.

The purpose of this circular is to set out the supplemental notice of AGM as set out on pages 5 to 6 to this circular (“Supplemental Notice”), and to provide you with information regarding the abovementioned proposal to be considered at the AGM. Save as set out in this circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTOR

An ordinary resolution will be proposed at the AGM to consider and approve the re-election of Mr. Tan Leng Cheng, Aaron as an independent non-executive Director.

The qualifications, previous experience and major appointments of Mr. Tan Leng Cheng, Aaron are set out in the “Directors’ Profile” section contained in the 2014 Annual Report which has been sent to the Shareholders. Other biographical details of Mr. Tan Leng Cheng, Aaron, as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out below for the Shareholders’ consideration.

Mr. Tan Leng Cheng, Aaron (aged 59)

Mr. Tan was appointed to the Board in 2010. He is also a member of the audit committee, remuneration committee, nomination committee and connected transactions/related party transactions committee of the Company. Mr. Tan did not hold any directorship in any other listed companies in the last three years.

Save as disclosed, Mr. Tan does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders or hold any other position with the Company or any member of the Group.

As at the Latest Practicable Date, Mr. Tan was interested (within the meaning of Part XV of the SFO) in the 9.875% senior notes due 2018 in the principal amount of US\$200,000 issued by the Company.

LETTER FROM THE BOARD

Mr. Tan's directorship with the Company is subject to retirement by rotation in accordance with the Bye-laws. Mr. Tan received a Director's fee of HK\$290,000 for serving as an independent non-executive Director in 2014. The emoluments of Mr. Tan are determined with reference to his duties and responsibilities, the Company's performance, as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. Tan has also given to the Company an annual confirmation of his independence. The Board, therefore, considers Mr. Tan to be independent and believes that he should be re-elected.

Save for the information set out in this section and in the 2014 Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

THE AGM

A supplemental form of proxy in respect of the ordinary resolution to consider and approve the aforementioned re-election of independent non-executive Director is enclosed with this circular. The form of proxy issued by the Company along with the Original Circular ("Original Form of Proxy") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company's principal office in Hong Kong.

Shareholders are entitled to appoint one or more proxies to attend the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of Proxy and/or the supplemental form of proxy are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of eligibility for attending the AGM, closure of register of members, other resolutions to be passed at the AGM, proxy, registration procedures and other relevant matters respectively.

Yours faithfully,
By order of the Board
Chu Mang Yee
Chairman



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular of Hopson Development Holdings Limited (the “Company”) and the notice of annual general meeting (the “AGM”) of the Company dated 22 April 2015 (the “Original Notice”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as scheduled at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 12 June 2015 at 10:00 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set out in the Original Notice (except that the ordinary resolution numbered 2.C. will be withdrawn):

2. F. To re-elect Mr. Tan Leng Cheng, Aaron as an independent non-executive Director.

By order of the Board
Hopson Development Holdings Limited
Chu Mang Yee
Chairman

Hong Kong, 12 May 2015

Principal office:

Suites 3305–09
33rd Floor, Jardine House
1 Connaught Place
Central
Hong Kong

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SUPPLEMENTAL NOTICE OF AGM

Notes:

1. Details of the resolution are set out in the circular of the Company dated 12 May 2015 (the “Supplemental Circular”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. At the AGM, the chairman of the meeting will put the above resolution to the vote by way of a poll. On a poll, every shareholder of the Company (“Shareholders”) who is present in person or by proxy shall have one vote for every share of which he is the holder.
3. A supplemental form of proxy (the “Supplemental Form of Proxy”) containing resolution numbered 2.F. mentioned above is enclosed with the Supplemental Circular. The form of proxy issued by the Company along with the circular of the Company dated 22 April 2015 (the “Original Form of Proxy”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s principal office in Hong Kong.
4. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. Shareholders are hereby reminded to complete both the Original Form of Proxy and Supplemental Form of Proxy in accordance with the instructions set out respectively therein for the appointment of their proxy(ies) to attend and vote for ALL resolutions to be considered in the AGM in their stead if they so wish. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Form of Proxy and/or the Supplemental Form of Proxy are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Form of Proxy shall be designated to vote at the AGM. Completion and return of the Supplemental Form of Proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
5. In order to be valid, the instrument appointing a 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 principal office of the Company at Suites 3305–09, 33rd Floor, Jardine House, 1 Connaught Place, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. Please refer to the Original Notice for details in respect of eligibility for attending the AGM, closure of register of members, other resolutions to be considered at the AGM, proxy, registration procedures and other relevant matters respectively.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.