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信德集團



SHUN TAK HOLDINGS

SHUN TAK HOLDINGS LIMITED

信德集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 242)

Website: <http://www.shuntakgroup.com>

ANNOUNCEMENT

PROPOSED DRAWDOWN UNDER

THE US\$1,000,000,000

GUARANTEED MEDIUM TERM NOTE PROGRAMME

BY

JOYOUS GLORY GROUP LIMITED

榮樂集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

Reference is made to the announcement of the Company dated 20 February 2013 in relation to the establishment of the Programme.

The Board wishes to announce that on 28 February 2013, the Issuer, the Company and the Joint Lead Managers entered into the Subscription Agreement to carry out the First Drawdown under the Programme.

The Notes in an aggregate principal amount of US\$400 million will be offered and issued only to professional investors (as defined under the SFO). There will be no public offering of the Notes in Hong Kong, the United States or any other jurisdictions. Application will be made for the listing of, and permission to deal in, the Notes on the Stock Exchange by way of debt issues to professional investors (as defined under the SFO) only.

The gross proceeds of the Notes will amount to approximately US\$400 million and are intended to be used for financing new investment opportunities and for general working capital purposes.

Reference is made to the announcement of the Company dated 20 February 2013 in relation to the establishment of the Programme.

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PRINCIPAL TERMS OF THE NOTES

Issuer:	Joyous Glory Group Limited
Guarantor:	the Company
Joint Lead Managers:	Crédit Agricole Corporate and Investment Bank and The Hongkong and Shanghai Banking Corporation Limited
Issue Size:	US\$400 million
Issue Price:	100% of the aggregate nominal amount
Coupon:	5.70% per annum
Pricing Date:	28 February 2013
Issue Date:	the Closing Date or such later date not being later than 14 days after the Closing Date as the Issuer and the Joint Lead Managers may agree

Maturity Date: 7 March 2020

Ranking: The Notes and the receipts and coupons relating to them constitute direct, unsubordinated, unconditional, and unsecured obligations of the Issuer and shall at all times rank pari passu and without any preference among themselves

The Notes will be offered and issued only to professional investors (as defined under the SFO) outside the United States in reliance on Regulation S under the Securities Act. There will be no public offering of the Notes in Hong Kong, the United States or any other jurisdictions.

LISTING

Application will be made for the listing of, and permission to deal in, the Notes on the Stock Exchange by way of debt issues to professional investors (as defined under the SFO) only.

USE OF PROCEEDS

The gross proceeds of the Notes will amount to approximately US\$400 million and are intended to be used for financing new investment opportunities and for general working capital purposes.

Completion of the Subscription Agreement is subject to the satisfaction, or waiver, of the conditions precedent. In addition, the Subscription Agreement may be terminated under certain circumstances. As the Subscription Agreement may or may not be completed and the First Drawdown may or may not proceed, shareholders of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Board” the board of directors of the Company

“Closing Date”	7 March 2013
“Company”	Shun Tak Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 242)
“First Drawdown”	the proposed first drawdown under the Programme
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuer”	Joyous Glory Group Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Joint Lead Managers”	Crédit Agricole Corporate and Investment Bank and The Hongkong and Shanghai Banking Corporation Limited
“Notes”	US\$400 million 5.70% notes due 2020 to be issued by the Issuer forming the First Drawdown under the Programme
“Programme”	the guaranteed medium term note programme in a principal amount of up to US\$1,000,000,000 established by the Issuer on 20 February 2013
“Securities Act”	the United States Securities Act of 1933, as amended
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 28 February 2013 entered into between the Issuer, the Company and the Joint Lead Managers in relation to the First Drawdown

“US\$”

US dollars, the lawful currency of the United States of America

By order of the Board
SHUN TAK HOLDINGS LIMITED
Angela Tsang
Company Secretary

Hong Kong, 28 February 2013

As at the date of this announcement, the directors of the Issuer are Ms. Pansy Ho, Ms. Daisy Ho, Ms. Maisy Ho and Mr. David Shum.

As at the date of this announcement, the executive directors of the Company are Dr. Stanley Ho, Ms. Pansy Ho, Ms. Daisy Ho, Ms. Maisy Ho, Mr. David Shum and Mr. Rogier Verhoeven; the non-executive directors are Dato' Dr. Cheng Yu Tung and Mrs. Louise Mok; and the independent non-executive directors are Sir Roger Lobo, Mr. Norman Ho, Mr. Charles Ho and Mr. Michael Ng.