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SHIMAO PROPERTY HOLDINGS LIMITED

世茂房地產控股有限公司

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

**(Stock code: 813)**

**PROPOSED ISSUE OF ADDITIONAL US\$ SENIOR NOTES DUE 2022  
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE  
US\$600,000,000 4.75% SENIOR NOTES DUE 2022 ISSUED ON 3 JULY 2017)**

The Company proposes to conduct a further international offering of US\$ senior notes which will be consolidated and form a single series with the US\$600,000,000 4.75% senior notes due 2022 issued on 3 July 2017.

The Original Notes are listed on SGX-ST. The Company will procure that the Additional Notes will also be listed on SGX-ST upon issue. Application will be made for the listing and quotation of the Additional Notes on the official list of SGX-ST.

**As the proposed issue of the Additional Notes may or may not materialize, investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.**

A further announcement will be made should the Purchase Agreement be executed.

## **Introduction**

Reference is made to the announcements (the “**Announcements**”) of the Company dated 23 June 2017 and 28 June 2017 in respect of the issuance of an aggregate of US\$600 million 4.75% senior notes due 2022 (the “**Original Notes**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

## **Proposed issue of the Additional Notes**

The Company proposes to conduct a further international offering of US\$ senior notes (the “**Additional Notes**”) which will be consolidated and form a single series with the Original Notes on the terms and conditions of the Original Notes, except for the issue date, the issue price, the date of the first interest payment and certain temporary securities law transfer restrictions.

Details of the proposed issue of the Additional Notes, including the aggregate principal amount and the issue price, will be determined through a book building exercise to be conducted by China International Capital Corporation Hong Kong Securities Limited (“**China International Capital Corporation**”), HSBC and Morgan Stanley as the joint global coordinators, joint bookrunners and joint lead managers; and CMB International Capital Limited (“**CMB International**”), Deutsche Bank AG, Hong Kong Branch (“**Deutsche Bank**”), Standard Chartered Bank and SPDB International Capital Limited (“**SPDB International**”) as the joint bookrunners and the joint lead managers.

Upon finalizing the terms of the Additional Notes, China International Capital Corporation, HSBC, Morgan Stanley, CMB International, Deutsche Bank, Standard Chartered Bank and SPDB International, as initial purchasers, and the Company, among others, will enter into a purchase agreement (the “**Purchase Agreement**”).

The Additional Notes will only be offered or sold in offshore transactions to non-U.S. persons in accordance with Regulation S under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

## **Reasons for the proposed issue of the Additional Notes**

The Company intends to use the net proceeds from the proposed issue of the Additional Notes outside the PRC to refinance the Group’s certain existing indebtedness and for business development and other general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

## **Listing**

The Original Notes are listed on SGX-ST. The Company will procure that the Additional Notes will also be listed on SGX-ST upon issue. Application will be made for the listing and quotation of the Additional Notes on the official list of SGX-ST.

## **GENERAL**

**As the proposed issue of the Additional Notes may or may not materialize, investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.**

A further announcement will be made should the Purchase Agreement be executed.

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

Hong Kong, 4 December 2017

*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), Ms. Tang Fei and Mr. Liao Lujiang; one Non-executive Director, namely, Mr. Liu Sai Fei; and three Independent Non-executive Directors, namely, Ms. Kan Lai Kuen, Alice, Mr. Lu Hong Bing and Mr. Lam Ching Kam.*