

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 has been prepared pursuant to, and in order to comply with, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Takeovers Code and the Share Buy-backs Code, and does not constitute an offer to buy, or the solicitation of an offer to sell or subscribe for, any securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to buy, sell or subscribe for any securities.



瑞安建業有限公司*

SOCAM Development Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 983 and Debt Stock Code: 4518)

**DESPATCH OF OFFER DOCUMENT IN RELATION TO
CONDITIONAL CASH OFFER BY
UBS AG HONG KONG BRANCH ON BEHALF OF
SOCAM DEVELOPMENT LIMITED
TO BUY-BACK UP TO 100,000,000 SHARES
AT HK\$2.50 PER SHARE
AND
APPLICATION FOR WHITEWASH WAIVER
AND**

UPDATE TO THE PERFORMANCE ALERT ANNOUNCEMENT

Financial Adviser



**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

ANGLO CHINESE 英高
CORPORATE FINANCE, LIMITED

References are made to (i) the announcements of SOCAM Development Limited (the “Company”) dated 29 May 2018, 19 June 2018 and 6 July 2018; and (ii) the Offer Document dated 17 July 2018 in connection with the Offer and the Whitewash Waiver. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document containing, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) notice of the SGM, together with the accompanying form of proxy and Form of Acceptance, has been despatched to the Shareholders on 17 July 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The SGM will be convened at 4:00 p.m. on 2 August 2018 at Concord Room II-III, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong to consider and if thought fit, approve the ordinary resolution relating to the Offer and the Whitewash Waiver.

The expected timetable for the Offer set out below is indicative only and may be subject to change. Any change to the timetable will be announced by the Company as and when appropriate. All references to time and dates set out below refer to Hong Kong time and dates.

Offer Period began Tuesday, 29 May 2018

Despatch of the Offer Document, notice of the SGM,
form of proxy and Form of Acceptance Tuesday, 17 July 2018

Latest time for lodging transfer of Shares to
qualify for attendance at the SGM 4:30 p.m. on
Friday, 27 July 2018

Closure of Register of Members
(both dates inclusive)..... Monday, 30 July 2018 to
Thursday, 2 August 2018

Latest time for lodging form of
proxy for the SGM 4:00 p.m. on
Tuesday, 31 July 2018

SGM	4:00 p.m. on Thursday, 2 August 2018
Announcement of results of the SGM and whether the Offer has become unconditional	Thursday, 2 August 2018
Latest time for lodging the Form of Acceptance and latest time for determining Shareholders' entitlement to participate in the Offer based on the records of the Register (<i>Notes 1 to 3</i>).....	4:00 p.m. on Thursday, 16 August 2018
Closing date of the Offer	Thursday, 16 August 2018
Record Date.....	Thursday, 16 August 2018
Announcement of results of the Offer to be posted on the Stock Exchange's website	by 7:00 p.m. on Thursday, 16 August 2018
Latest date for despatch of cheques to the Accepting Shareholders and, if applicable, return of Share certificates for partly unsuccessful Excess Tenders made (<i>Note 4</i>).....	Monday, 27 August 2018

Notes:

1. Dealings in the Shares after Tuesday, 14 August 2018 will not be settled under the rules of the Stock Exchange prior to the Record Date.
2. The Executive has agreed, subject to the approval of the Independent Shareholders for the Offer and the Whitewash Waiver at the SGM by way of poll, to waive any obligation of SOCL to make a general offer which might result from completion of the Offer. Assuming that the resolution relating to the Offer and the Whitewash Waiver will be approved by the Independent Shareholders and the Offer has become unconditional on Thursday, 2 August 2018, being the date of the SGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended.
3. In order to accept the Offer, Qualifying Shareholders are required to submit to the Registrar the duly completed Form of Acceptance in accordance with the instructions as set out in the Offer Document and on the Form of Acceptance (which instructions form part of the terms and conditions of the Offer) at or before 4:00 p.m. on Thursday, 16 August 2018.
4. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholders) will be made by the Company within 7 Business Days after the close of the Offer.

UPDATE TO THE PERFORMANCE ALERT ANNOUNCEMENT

Reference is made to the Performance Alert Announcement issued by the Company on 25 June 2018 in relation to an expected significant reduction in net loss attributable to the Shareholders for the 2018 Interim Period of around 65%, as compared to the net loss attributable to the Shareholders of HK\$197 million for the corresponding period in 2017, based on the Board's preliminary assessment with reference to the information then available subject to, among other things, the impact of further fluctuation of Renminbi exchange rate up to the end of the 2018 Interim Period.

Mainly as a result of the further depreciation of the Renminbi against Hong Kong dollar from the date of the Performance Alert Announcement to 30 June 2018, the Company believes that the above expected reduction in net loss would be adjusted from around 65% to around 60% (collectively with the alert in the Performance Alert Announcement, the "**Performance Alert Statement**"). The Performance Alert Statement was made based on the Board's preliminary assessment with reference to the information currently available and is subject to the finalisation of the consolidated financial statements of the Group for the 2018 Interim Period and the review by the Company's auditor. The Performance Alert Statement constitutes a profit forecast under Rule 10 of the Takeovers Code and the reports on the same by Anglo Chinese, the Independent Financial Adviser, and Deloitte Touche Tohmatsu, the Company's auditor, in accordance with the requirements under Rule 10 of the Takeovers Code have been lodged with the Executive. The texts of these reports, which are contained in the Offer Document, are set out in Appendix I and Appendix II to this announcement respectively.

Each of Anglo Chinese and Deloitte Touche Tohmatsu has given and has not withdrawn their consent to the issue of this announcement with the inclusion of their reports and references to use their names in the form and context in which they respectively appear in this announcement.

WARNING

The Offer is subject to all of the Conditions being fulfilled. It should be noted that dealings in the Shares will continue notwithstanding that any of the Conditions may remain unfulfilled, and that persons dealing in the Shares will bear risk that the Offer may lapse.

Independent Shareholders are advised to read the Offer Document and Form of Acceptance carefully, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser, before deciding whether or not to approve the ordinary resolution relating to the Offer and the Whitewash Waiver to be proposed at the SGM and/or to accept the Offer.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

By order of the Board
SOCAM Development Limited
Wong Yuet Leung, Frankie
*Executive Director, Chief Executive Officer and
Chief Financial Officer*

Hong Kong, 17 July 2018

At the date of this announcement, the executive Directors are Mr. Lo Hong Sui, Vincent and Mr. Wong Yuet Leung, Frankie; and the independent non-executive Directors are Ms. Li Hoi Lun, Helen, Mr. Chan Kay Cheung and Mr. William Timothy Addison.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement contained in this announcement misleading.

* *For identification purpose only*

Website: www.socam.com

ANGLO CHINESE

CORPORATE FINANCE, LIMITED
www.anglochinesegroup.com40th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong

17 July 2018

The Board of Directors
SOCAM Development Limited
34th Floor, Shui On Centre
6-8 Harbour Road, Hong Kong

Dear Sirs,

**CONDITIONAL CASH OFFER BY UBS AG HONG KONG BRANCH ON BEHALF OF
SOCAM DEVELOPMENT LIMITED TO BUY-BACK UP TO 100,000,000 SHARES AT
HK\$2.50 PER SHARE AND APPLICATION FOR WHITEWASH WAIVER**

We refer to (i) the announcement dated 25 June 2018 (the “**Performance Alert Announcement**”) issued by SOCAM Development Limited; (ii) the statement made by the Board in the Performance Alert Announcement that the Group expected to record a reduction in net loss attributable to the Shareholders for the six months ending 30 June 2018 (the “**2018 Interim Period**”) of around 65%, as compared to the net loss attributable to the Shareholders of HK\$197 million for the corresponding period in 2017; and (iii) the statement contained in the section headed “4. Material Change” as set out in Appendix II to the offer document dated 17 July 2018 (the “**Offer Document**”) issued by the Company and extracted here: “*as stated in the Performance Alert Announcement, the result estimate would be subject to further impact by the fluctuation of Renminbi exchange rate from the date of the Performance Alert Announcement up till the end of the 2018 Interim Period. Accordingly, mainly as a result of the further depreciation of the Renminbi against the Hong Kong dollar from the date of the Performance Alert Announcement to 30 June 2018 and, subject to the finalisation of the consolidated financial statements of the Group for the 2018 Interim Period and the review by the Company’s auditors, the Group believes that the above expected reduction in net loss attributable to Shareholders for the 2018 Interim Period would reduce from around 65% to around 60% as compared to the net loss attributable to Shareholders for the corresponding period in 2017*” (collectively with the alert in Performance Alert Announcement, the “**Performance Alert Statement**”). The terms used in this letter shall have the same meaning as defined in the Offer Document of which this letter forms part, unless the context requires otherwise.

The Performance Alert Statement constitutes a profit forecast under Rule 10 of the Takeovers Code and is therefore required to be reported on pursuant to Rule 10 of the Takeovers Code. We have discussed with the management of the Company the basis and assumptions upon which the Performance Alert Statement was prepared. We have noted that as at the date of the Performance Alert Statement, the Company was in the process of finalising the consolidated financial statements of the

Group for the 2018 Interim Period and it could not ascertain the results for the 2018 Interim Period with certainty. The Performance Alert Statement was made based on a preliminary assessment by the Board with reference to the information then available. The Company's auditors, Deloitte Touche Tohmatsu, conducted the engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500 "Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness" and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the Hong Kong Institute of Certified Public Accountants.

We have also considered the letter dated 17 July 2018 issued by the Company's auditors, Deloitte Touche Tohmatsu to you (the text of which is set out in Appendix V to the Offer Document) and which stated that so far as the accounting policies and calculations were concerned, the estimate of the unaudited consolidated net loss attributable to owners of the Company for the six months ended 30 June 2018 has been prepared by the Directors which has been properly compiled in accordance with the bases and assumptions adopted by the Directors, and was presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the published annual report of the Company for the year ended 31 December 2017, except for certain new and amendments to Hong Kong Financial Reporting Standards (the "**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants which are applicable for the Group's annual period beginning on 1 January 2018. The Directors consider the application of these new and amendments to the HKFRSs does not have a material impact on the result estimate for the 2018 Interim Period.

Based on the above, we are satisfied that the Performance Alert Statement, for which the Directors are solely responsible, has been made with due care and consideration.

Yours faithfully,
For and on behalf of
Anglo Chinese Corporate Finance, Limited

Stephanie Wong
Director



17 July 2018

The Board of Directors
SOCAM Development Limited
34th Floor
Shui On Centre
6-8 Harbour Road
Hong Kong

Dear Sirs,

SOCAM Development Limited (“the Company”) and its subsidiaries (collectively referred to as the “Group”)

Result Estimate for the Six Months Ended 30 June 2018

We refer to the result estimate statement made by the Company (the “Performance Alert Statement”) which is set forth in the section headed “Material Change” in Appendix II to the offer document relating to the proposed conditional cash offer by UBS AG Hong Kong Branch on behalf of the Company to buy-back up to 100,000,000 shares of the Company at HK\$2.50 per share (the “Offer Document”), which contains an estimate of the unaudited consolidated net loss attributable to owners of the Company for the six months ended 30 June 2018 which has been prepared by the Directors of the Company (the “Result Estimate”) as extracted below:

“As stated in the Performance Alert Announcement, the result estimate would be subject to further impact by the fluctuation of Renminbi exchange rate from the date of the Performance Alert Announcement up till the end of the 2018 Interim Period. Accordingly, mainly as a result of the further depreciation of the Renminbi against Hong Kong dollar from the date of the Performance Alert Announcement to 30 June 2018 and, subject to the finalisation of the consolidated financial statements of the Group for the 2018 Interim Period and the review by the Company’s auditors, the Group believes that the above expected reduction in net loss attributable to Shareholders for the 2018 Interim Period would reduce from around 65% to around 60% as compared to the net loss attributable to Shareholders for the corresponding period in 2017.

The Performance Alert Statement has been prepared by the Directors of the Company based on the unaudited consolidated management accounts of the Group for the five months ended 31 May 2018 and an estimate of the consolidated results of the Group for the remaining one month ended 30 June 2018 which is prepared on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the published annual report of the Company for the year ended 31 December 2017, except for certain new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants which are applicable for the Group’s annual period beginning on 1 January 2018. The Directors consider the application of these new and amendments to HKFRSs does not have a material impact on the result estimate for the 2018 Interim Period.”

The Result Estimate is prepared by the Directors of the Company and constitutes a profit forecast under Rule 10 of the Code on Takeovers and Mergers issued by The Securities and Futures Commission.

Directors’ Responsibilities

The Result Estimate has been prepared by the Directors of the Company based on the unaudited consolidated results based on the management accounts of the Group for the five months ended 31 May 2018 and an estimate of the consolidated results of the Group for the remaining one month ended 30 June 2018.

The Company’s Directors are solely responsible for the Result Estimate.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 “Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion on the accounting policies and calculations of the Result Estimate based on our procedures.

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500 “Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness” and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” issued by the HKICPA. Those standards require that we plan and perform our

work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company's Directors have properly compiled the Result Estimate in accordance with the bases and assumptions adopted by the Directors and as to whether the Result Estimate is presented on a basis consistent in all material respects with the accounting policies as set out in the Performance Alert Statement. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the accounting policies and calculations are concerned, the Result Estimate has been properly compiled in accordance with the bases and assumptions adopted by the Directors and is presented on a basis consistent in all material respects with the accounting policies as set out in the Performance Alert Statement.

Yours faithfully,

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong