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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 form of proxy to the purchaser or transferee 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

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
AND
(2) GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES

The letter from the board of directors of the Company is set out on pages 3 to 7 of this circular. The notice convening the annual general meeting (the "**AGM**") of the shareholders of the Company (the "**Shareholders**") to be held at Unit 4903–10, 49/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Tuesday, 30 June 2026 at 10:30 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you wish and in such event, the form of proxy shall be deemed to be revoked.

* *for identification purposes only*

5 June 2026

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

"AGM"	the annual general meeting of the Company to be held at Unit 4903–10, 49/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Tuesday, 30 June 2026 at 10:30 a.m. or any adjournment thereof
"Auditor"	the auditor of the Company for the time being
"Board"	the board of Directors or a duly authorised committee of the board of Directors
"Bye-laws"	the bye-laws of the Company (as amended from time to time)
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"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
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) from time to time of the Company
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Ju Rong"	Ju Rong Investment Holdings Limited 聚融投資控股有限公司, a limited company incorporated in Hong Kong
"Latest Practicable Date"	1 June 2026, 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, as amended from time to time

"PRC"	the People's Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of PRC
"SFO"	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary 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
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended from time to time
"treasury Share(s)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent



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Executive Directors:
CHU Kut Yung *(Chairman)*
ZHANG Fan *(Co-president)*
AU Wai Kin
BAO Wenge
LUO Taibin

Independent Non-executive Directors:
TAN Leng Cheng, Aaron
CHING Yu Lung
IP Wai Lun, William

Principal Office:
Unit 4903–10
49/F., The Center
99 Queen's Road Central
Central
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

5 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
AND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM including (1) the re-election of retiring Directors; (2) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandate to allot, issue and deal with new Shares by the

* *for identification purposes only*

addition thereto of any Shares repurchased by the Company; and (3) the adjournment of the receiving and consideration of the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the financial year ended 31 December 2025.

(1) RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87(1) of the Bye-laws, Mr. Au Wai Kin, Mr. Luo Taibin and Mr. Ip Wai Lun, William ("**Mr. Ip**") will retire by rotation at the AGM and, being eligible, have offered themselves for re-election.

Recommendations of the Nomination Committee

In accordance with the terms of reference of the nomination committee of the Company (the "**Nomination Committee**"), the Nomination Committee has:

(a) reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors, namely Mr. Au Wai Kin, Mr. Luo Taibin and Mr. Ip with reference to the nomination principles and criteria set out in the Company's board diversity policy, director nomination policy and corporate strategy; and

(b) assessed the independence of the independent non-executive Director to be re-elected, being Mr. Ip.

The Nomination Committee is of the opinion that:

(a) the performance of each of Mr. Au Wai Kin, Mr. Luo Taibin and Mr. Ip were satisfactory; and

(b) based on the information available to the Nomination Committee and having taken into account the independence confirmation given by Mr. Ip, the Nomination Committee was satisfied that Mr. Ip (i) met the criteria set out in Rule 3.13 of the Listing Rules; (ii) was a person of integrity and independent in character and judgment, and the Nomination Committee considered Mr. Ip as independent to the Company; (iii) can continue to bring independent judgment and fresh perspectives to the Board as demonstrated by his commitment and contribution during his service, which has helped the Company to achieve its corporate goals and objectives; and (iv) Mr. Ip's extensive expertise in corporate and investment banking would help promote the Board's effectiveness and enhance the Board's balance of skills, experience and diversity of ideas on issues relating to the Group's strategies, policies and performance.

Accordingly, the Nomination Committee has recommended to the Board on re-election of Mr. Au Wai Kin and Mr. Luo Taibin as executive Directors; and Mr. Ip as an independent non-executive Director.

Biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with and repurchase Shares respectively pursuant to resolutions passed by the Shareholders at the Company's annual general meeting held on 13 June 2025 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities of the Company (including, *inter alia*, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the number of the Company's issued Shares (excluding treasury Shares, if any) as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Issue Mandate**"). On the basis of 3,792,540,571 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Issue Mandate could result in up to 758,508,114 Shares being issued by the Company;

- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the number of the Company's issued Shares (excluding treasury Shares, if any) as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Share Repurchase Mandate**"); and

- conditional on the passing of the resolutions to grant the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Share Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix II to this circular.

(3) ADJOURNMENT OF THE RECEIVING AND CONSIDERATION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP AND THE REPORTS OF DIRECTORS AND AUDITOR FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

Reference is made to the announcement of the Company dated 31 March 2026 in relation to, among others, delay in the publication of the annual results of the Group for the financial year ended 31 December 2025 (the "**2025 Annual Results**") and the despatch of the Company's annual report for the financial year ended 31 December 2025 (the "**2025 Annual Report**"). As additional time is required for the Auditor to complete the audit process for the 2025 Annual Results, the Company is not able to publish the 2025 Annual Results and despatch the 2025 Annual Report as at the Latest Practicable Date. Accordingly, pursuant to the Companies Act 1981 of Bermuda and the Bye-laws, an ordinary resolution will be proposed at the AGM to adjourn the receiving and consideration of the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the financial year ended 31 December 2025.

Reference is also made to the announcements of the Company dated 28 April 2026 and 4 May 2026, respectively, in relation to, among others, (i) the proposed change of Auditor, which is subject to the passing of the relevant resolutions at a special general meeting of the Company originally scheduled to be convened and held on 20 May 2026 (the "**SGM**"); and (ii) the postponement of the SGM. The Company will make further announcement(s) after the date of the SGM is determined. The circular in respect of the proposed change of Auditor, together with a notice convening the SGM, will be despatched to the Shareholders in due course.

(4) AGM

The notice convening the AGM is set out in Appendix III to this circular. At the AGM, amongst others, ordinary resolutions will be proposed to approve (1) the re-election of retiring Directors; (2) the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate; and (3) the adjournment of the receiving and consideration of the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the financial year ended 31 December 2025.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be considered, and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

(5) RECOMMENDATION

The Directors consider that the proposed resolutions regarding (1) the re-election of the retiring Directors; (2) the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate; and (3) the adjournment of the receiving and consideration of the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the year ended 31 December 2025 are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

(6) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
CHU Kut Yung
Chairman

The following information is given to all Shareholders relating to the biographical details of each of the retiring Directors eligible and proposed for re-election at the AGM.

Mr. Au Wai Kin ("**Mr. Au**"), aged 70, has been an executive Director since 1997. Mr. Au joined the Group in 1995. He is also a director of various subsidiaries of the Company and a member of each of the option shares committee and the finance committee of the Company. Mr. Au graduated from Sun Yat-Sen University in Guangzhou and has over 30 years' experience in construction of buildings, town planning, real estate investment and property development. Mr. Au did not hold any directorship in any other listed companies in the last three years, and does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders.

Mr. Au has a service contract with the Company which was renewed for a further term of three years commencing from 13 June 2023. Mr. Au is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to Mr. Au's service contract, he is entitled to amongst other things, an annual remuneration of HK$240,000 (including housing and business subsidies) and an annual discretionary bonus as determined by the Board, subject to the limit that the aggregate discretionary bonus payable to the executive Directors in respect of any financial year shall not exceed 3 per cent. of the audited consolidated profit of the Group after taxation but before extraordinary items and the executive Directors' discretionary bonus for the relevant financial year.

As at the Latest Practicable Date, Mr. Au held 60,613,740 Shares through Yield Plentiful Incorporated, a company wholly-owned and controlled by him.

Save as disclosed in this circular, there are no matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Au, nor is there any information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Luo Taibin ("**Mr. Luo**"), aged 33, joined the Group in September 2016 and worked in the group investment and finance management centre. Mr. Luo was appointed as the vice general manager of the Northern China region of the Group in May 2018 and was further promoted in July 2023 as the general manager of the investment management centre. Mr. Luo is mainly responsible for the Group's overall investment and financial management. He is also a director, legal representative and holds management roles in various subsidiaries of the Group. Mr. Luo graduated from Sun Yat-sen University Nanfang College (now known as Guangzhou Nanfang College) with a bachelor's degree in financial management and subsequently obtained a master's degree in management from University of Surrey.

Mr. Luo was subsequently appointed to the Board on 27 March 2024. He is currently an executive Director, the chief financial officer and an authorised representative (for the purpose of Rule 3.05 of the Listing Rules) of the Company. He is also a member of each of the option shares committee and the finance committee of the Company and a director of certain subsidiaries of the Company.

Mr. Luo has a service contract with the Company in respect of his appointment as an executive Director and the chief financial officer of the Company for a period of three years commencing from 27 March 2024, which can be terminated by either party giving to the other party not less than three months' prior written notice. Mr. Luo is entitled to an annual remuneration of RMB2,000,000 (including housing and business subsidies), which has been approved by the Board and the remuneration committee of the Company ("**Remuneration Committee**"), and will be reviewed by the Board and the Remuneration Committee on an annual basis. The emoluments of Mr. Luo were determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. His appointment as an executive Director is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, Mr. Luo has not previously held any other position with the Group and has not held any directorship in any other listed companies in the last three years preceding the Latest Practicable Date.

Mr. Luo is the nephew of Mr. Chu Mang Yee, the controlling Shareholder of the Company, and the cousin of each of (i) Mr. Chu Yat Hong, a substantial Shareholder of the Company; and (ii) Ms. Chu Kut Yung, an executive Director and the chairman of the Board. Save as disclosed above, Mr. Luo does not have any other relationship with any other Directors, senior management and substantial Shareholders or controlling Shareholders.

As at the Latest Practicable Date, Mr. Luo did not have any interest in any Share or underlying Share of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there are no matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Luo, nor is there any information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Ip Wai Lun, William ("**Mr. Ip**"), aged 69, was appointed to the Board as an independent non-executive Director on 6 May 2021. He is also a member of each of the audit committee, connected transactions/related party transactions committee of the Company, the Remuneration Committee and the Nomination Committee. Mr. Ip currently serves as a managing director of Amasse Capital Limited. Prior to this, Mr. Ip was the executive director in the mergers and acquisitions department of SMBC Nikko Securities (Hong Kong) Limited from April 2012 to January 2021. Prior to SMBC Nikko Securities (HK) Ltd., he served as the managing director and head of the investment banking department of Cantor Fitzgerald (HK) Capital Markets Ltd. For over 14 years prior to this, Mr. Ip also worked at several major investment banks of Chinese and European background. Mr. Ip obtained a Bachelor of Science in Economics and a Master of Science in Economics from London School of Economics and Political Science, University of London. He also earned a Master of Business Administration (MBA) from the Wharton School of Finance, University of Pennsylvania. Mr. Ip has been a Responsible Officer for Type 1, Type 4 and Type 6 (including giving advice on matters falling within the ambit of the Takeovers Code) regulated activities under the SFO. Mr. Ip has over 29 years of investment banking experience in Asia, with a

focus on Greater China and Japan. Mr. Ip is a Chartered Financial Analyst Charterholder of the CFA Institute, the U.S. Mr. Ip currently serves as an independent non-executive director of each of Kantone Holdings Limited (Stock Code: 1059) and Changyou Alliance Group Limited (Stock Code: 1039) which are listed on the Main Board of the Stock Exchange. Save as disclosed, Mr. Ip did not hold any directorship in any other listed companies in the last three years.

Mr. Ip 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.

Mr. Ip has entered into a letter of appointment with the Company in respect of his appointment as an independent non-executive Director commencing from 6 May 2021 which can be terminated by either party giving the other not less than three months' prior notice. Mr. Ip's directorship with the Company is subject to retirement by rotation and re-election in accordance with the Bye-laws. Subject to review by the Board from time to time, Mr. Ip is entitled to an annual Director's fee of HK$370,000.

As at the Latest Practicable Date, Mr. Ip did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

Save as disclosed in this circular, there are no matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Ip, nor is there any information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement includes information required under Rule 10.06(1)(b) of the Listing Rules to be given to Shareholders in connection with the proposed resolutions authorising the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

On the basis of 3,792,540,571 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Share Repurchase Mandate could result in up to 379,254,057 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Share Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Share Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

If the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company may (i) cancel the repurchased Shares; or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases of Shares. If the Company holds Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) not, or procure its broker not to, give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and/or (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

The Directors are seeking the grant of general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association of the Company and the Bye-laws and the applicable laws of Bermuda. The Company is empowered under its Memorandum of Association to repurchase Shares and the same authority is given under section 42A of the Companies Act 1981 of Bermuda. The Bye-laws supplement the Company's Memorandum of Association by providing that this power is exercisable by the Directors upon such terms and subject to such conditions as they think fit. The Companies Act 1981 of Bermuda provides that the funds permitted to be utilised in connection with a share repurchase may only be paid out of either the capital paid up on the relevant repurchased shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on a share repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution, or out of the share premium account of the Company. Such purchase may not be made if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

There might be an adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts) in the event that the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors would consider the Company's financial position at the relevant time in exercising the Share Repurchase Mandate and would not propose to exercise any repurchases to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

No Directors or (to the best of the knowledge of the Directors having made all reasonable enquiries) any their respective close associates have a present intention, in the event that the Share Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved and exercised.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda, the regulations set out in the Memorandum of Association of the Company and the Bye-laws.

Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

6. TAKEOVERS CODE CONSEQUENCES

If as the result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, Mr. Chu Mang Yee (through his wholly-owned company, Sounda Properties Limited), his son, Mr. Chu Yat Hong (through his wholly-owned company, Farrich Investments Limited) and his daughter, Ms. Chu Kut Yung (in her own capacity and through her wholly-owned company, Ju Rong) held an aggregate of approximately 72.29% of the issued share capital of the Company; and Mr. Au Wai Kin (through his wholly-owned company, Yield Plentiful Incorporated) held approximately 1.60% of the issued share capital of the Company. In the event that the Directors exercise in full the Share Repurchase Mandate (if so approved), the aggregate interests of Mr. Chu Mang Yee, Mr. Chu Yat Hong and Ms. Chu Kut Yung will be increased to approximately 80.33% and the interests of Mr. Au Wai Kin will be increased to approximately 1.78% of the then issued share capital of the Company. The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer as a result of repurchases of Shares.

Furthermore, the Directors have no intention to exercise the Share Repurchase Mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as prescribed by the Listing Rules from time to time.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

8. MARKET PRICES

During each of the previous twelve months up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
June	3.44	2.88
July	4.28	3.25
August	3.99	3.52
September	3.72	3.25
October	3.45	3.11
November	3.25	2.97
December	3.14	2.89
2026		
January	3.58	2.89
February	3.44	3.16
March	3.23	2.61
April *(Note)*	2.64	2.64
May *(Note)*	2.64	2.64
June *(up to the Latest Practicable Date)* *(Note)*	2.64	2.64

Note: Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2026 pending the publication of the 2025 Annual Results.

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

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Hopson Development Holdings Limited (the "**Company**") will be held at Unit 4903–10, 49/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Tuesday, 30 June 2026 at 10:30 a.m. for the purpose of considering and, if through fit, passing (with or without amendments) the following resolutions:

1. A. To re-elect Mr. Au Wai Kin as an executive director of the Company (the "**Director**").

   B. To re-elect Mr. Luo Taibin as an executive Director.

   C. To re-elect Mr. Ip Wai Lun, William as an independent non-executive Director.

   D. To authorise the board of Directors to fix the remuneration of the Directors.

2. To consider and, if thought fit, pass with or without modifications, the following resolutions as **Ordinary Resolutions:**

   2.A. "**THAT**:

   (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

* *for identification purposes only*

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, shall not exceed 20 per cent. of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; or

(iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

2.B. "**THAT**:

(a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) the expression "Relevant Period" shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 2.A. (d) of this notice."

2.C. "**THAT** conditional upon resolutions 2.A. and 2.B. above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 2.B. above shall be added to the number of shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to resolution 2.A., provided that the amount of shares repurchased by the Company shall not exceed 10 per cent. of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of this resolution."

3. To consider and, if thought fit, pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"**THAT** the receiving and consideration of the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditor of the Company for the year ended 31 December 2025 be and is hereby agreed and adjourned indefinitely until such time as the Company reconvenes the meeting for such purpose."

By order of the Board
Hopson Development Holdings Limited
Chu Kut Yung
Chairman

Hong Kong, 5 June 2026

Principal office:
Unit 4903–10
49/F., The Center
99 Queen's Road Central
Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. Any such member who is a holder of two or more shares may appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company but must be present in person to represent the member.

2. 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 certified copy of that power of attorney or other authority, must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.

3. For determining the entitlement of shareholders of the Company to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026. The record date for determining the Shareholders' eligibility to attend and vote at the annual general meeting is Tuesday, 30 June 2026.

4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.