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**HENDERSON LAND DEVELOPMENT COMPANY LIMITED**

**恒基兆業地產有限公司**

Incorporated in Hong Kong with limited liability  
(Stock Code : 12)

## **ANNOUNCEMENT**

### **Inside Information**

## **Proposed Issuance of HKD-denominated Guaranteed Convertible Bonds**

***Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager***



This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

### **PROPOSED ISSUANCE OF THE BONDS**

The Issuer, an indirect wholly-owned subsidiary of the Company, proposes to conduct an international offering of the Bonds. As at the time of release of this announcement, the principal amount and the terms and conditions of the proposed offering of the Bonds are yet to be determined. Upon their successful finalisation, the Issuer, the Company (as guarantor for the Issuer) and the Manager will enter

into a subscription agreement. Finalisation and completion of the proposed offering will be subject to, among other things, investor interest and customary conditions precedent.

In Hong Kong, the Bonds will only be offered to professional investors (as defined in the SFO) and will not be offered or sold to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Bonds will not be placed to any connected person (as defined in the Listing Rules) of the Company.

The Bonds will only be offered and sold in an offering outside the United States in reliance on Regulation S of the U.S. Securities Act.

The issuance of Shares upon conversion of the Bonds is not expected to result in a material change to the percentage shareholdings of the controlling shareholder of the Company.

The Company will make further announcement(s) in respect of the proposed offering should the subscription agreement in respect of the proposed offering be signed.

## **PROPOSED USE OF PROCEEDS**

The Company intends to use the net proceeds from the issuance of the Bonds for general corporate purposes and/or refinancing.

## **LISTING**

An application will be made to the Vienna MTF operated by the Vienna Stock Exchange (or such other internationally recognised stock exchange as the Issuer may from time to time determine) for the listing and quotation of the Bonds. The Company will apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Shares to be allotted and issued upon conversion of the Bonds.

## **INFORMATION ON THE COMPANY AND THE ISSUER**

The Company is an investment holding company and the principal activities of its subsidiaries are property development and investment, construction, project management, property management, hotel operation, department store operation and investment holding.

The Issuer is an indirect wholly-owned subsidiary of the Company and it has not carried out any business activities since its incorporation.

**No definitive agreement in relation to the proposed offering of the Bonds has been entered into as at the time of the release of this announcement. The proposed offering of the Bonds may or may not proceed. Shareholders of and potential investors in the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

“Board”	the board of Directors
“Bond(s)”	HKD-denominated convertible bond(s) proposed to be issued by the Issuer and guaranteed by the Company which are convertible at the option of the holder thereof into fully paid Shares
“Company”	Henderson Land Development Company Limited
“Director(s)”	the director(s) of the Company
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuer”	Happy Ever Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Manager”	The Hongkong and Shanghai Banking Corporation Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) in the share capital of the Company

By Order of the Board  
**Timon LIU Cheung Yuen**  
Company Secretary

Hong Kong, 8 July 2025

*As at the date of this announcement, the Board comprises: (1) executive directors: Lee Ka Kit (Chairman and Managing Director), Lee Ka Shing (Chairman and Managing Director), Lam Ko Yin, Colin (Vice Chairman), Yip Ying Chee, John, Fung Lee Woon King, Kwok Ping Ho, Suen Kwok Lam, Wong Ho Ming, Augustine and Fung Hau Chung, Andrew; (2) non-executive director: Lee Pui Ling, Angelina; and (3) independent non-executive directors: Kwong Che Keung, Gordon, Ko Ping Keung, Wu King Cheong, Woo Ka Biu, Jackson, Poon Chung Kwong and Au Siu Kee, Alexander.*