

*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in “Appendix X – Glossary”.*

“1HFY2012”	the six months ended 31 December 2011
“1HFY2013”	the six months ended 31 December 2012
“2HFY2013”	the six months ending 30 June 2013
“200 Queen’s Road East Project”	formerly known as the “Lee Tung Street Project”, a URA redevelopment project with residential, commercial and government, institution or community elements situated at Lee Tung Street/McGregor Street, Wan Chai, Hong Kong and developed through a 50:50 joint venture between the HHP Group and Sino Land, the residential portion of which is known as “The Avenue”, and the retail portion of which is known as “Avenue Walk”
“Amalgamation Properties”	individual units in several sites in Hong Kong which are being assembled for amalgamation by the Group
“Applicable Minimum Public Float”	a minimum public float of the higher of (a) 15% of the Company’s total issued share capital; (b) such percentage of the Company’s total issued share capital to be held by public immediately after the completion of the Global Offering; or (c) such percentage of the Company’s total issued share capital to be held by public immediately after the exercise of the Over-allotment Option
“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s), <b>GREEN</b> Application Form(s), <b>BLUE</b> Application Form(s) and <b>PINK</b> Application Form(s) or, where the context so requires, any of them
“Articles” or “Articles of Association”	the Articles of Association of the Company (as amended from time to time), conditionally adopted on 13 May 2013 and which will become effective on the Listing Date, a summary of which is set out in “Appendix VI – Summary of the Constitution of the Company and Cayman Companies Law”
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Assured Entitlement”	the entitlement of the Qualifying Hopewell Shareholders to apply for the Reserved Shares on an assured basis under the Preferential Offering to be determined on the basis of their respective shareholdings in Hopewell at 4:30 p.m. on the Record Date
“Basic Law”	The Basic Law of the Hong Kong Special Administrative Region of the People’s Republic of China, the constitutional document of Hong Kong which came into effect on 1 July 1997
“Beneficial Hopewell Shareholder”	any beneficial owner of Hopewell Shares whose Hopewell Shares are registered, as shown in the register of members of Hopewell, in the name of a registered Hopewell Shareholder at 4:30 p.m. on the Record Date

“Big King”	Big King Investments Limited, a company incorporated in BVI with limited liability on 8 February 2008 and a direct wholly-owned subsidiary of Hopewell
“BLUE Application Form(s)”	the application form(s) to be sent to Qualifying Hopewell Shareholders to subscribe for the Reserved Shares pursuant to the Preferential Offering
“Blue Form eIPO”	the application for the Reserved Shares to be issued in a Qualifying Hopewell Shareholder’s own name by submitting applications online through the designated website of <b>Blue Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“Board” or “Board of Directors”	the board of directors of the Company
“Boyen Investments”	Boyen Investments Limited, a company incorporated in BVI with limited liability on 8 January 2013, a direct wholly-owned subsidiary of Novel Spring and an indirect wholly-owned subsidiary of Hopewell
“Building Authority”	the Director of Buildings, as provided under the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong)
“Buildings Department”	the Buildings Department of the Hong Kong Government
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 500,000,000 Shares to Boyen Investments credited as fully paid up subject to and simultaneous with the completion of the Global Offering by way of capitalisation of the entire amount of the net outstanding intra-group loans owing by the companies within the Group to the Remaining Group as at the date of such issue, such Shares to rank <i>pari passu</i> in all respects with the existing Shares then in issue, referred to in “ <i>Statutory and General Information – Further Information about our Business – Summary of material contracts</i> ”
“carrying amount”	has the meaning ascribed to it under the Listing Rules
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Cayman Islands Share Registrar”	Maples Fund Services (Cayman) Limited
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

<b>“CCASS Custodian Participant”</b>	a person admitted to participate in CCASS as a custodian participant
<b>“CCASS Investor Participant”</b>	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
<b>“CCASS Participant”</b>	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
<b>“China” or “PRC”</b>	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan, unless otherwise specified
<b>“Companies Ordinance”</b>	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
<b>“Company”, “our”, “we” or “us”</b>	Hopewell Hong Kong Properties Limited (合和香港房地產有限公司), an exempted company incorporated in the Cayman Islands on 23 January 2013 with limited liability and, except where the context otherwise requires, all of its subsidiaries
<b>“Conkey Investment”</b>	Conkey Investment Limited, a company incorporated in BVI with limited liability on 1 February 2011, and an indirect wholly-owned subsidiary of the Company
<b>“connected person(s)”</b>	has the same meaning ascribed to it under the Listing Rules
<b>“Controlling Shareholder”</b>	Hopewell
<b>“Deed of Non-competition”</b>	the deed of non-competition dated 5 June 2013 entered into by Hopewell in favour of the Company pursuant to which Hopewell has agreed to give certain non-competition undertakings as further described in <i>“Relationship with our Controlling Shareholder – Independence from the Controlling Shareholder – Clear delineation of business – Deed of Non-competition”</i>
<b>“Director(s)”</b>	the director(s) of the Company
<b>“Development Agreement”</b>	the development agreement entered into between Grand Site and the URA in respect of the 200 Queen’s Road East Project
<b>“DOL”</b>	the Director of Lands of the Lands Department of the Hong Kong Government
<b>“DTZ”</b>	DTZ Debenham Tie Leung Limited, an independent firm of professional property valuer not connected to the Group
<b>“Eldridge”</b>	Eldridge Investments Limited, a company incorporated in Hong Kong with limited liability on 7 September 2011, and an indirect wholly-owned subsidiary of the Company

<b>“Eligible Director”</b>	a director of the Company or any of its subsidiaries who falls within the definition of Eligible Employee
<b>“Eligible Employee”</b>	a full-time employee of either (i) the Group (including a full-time secondee to the Group) or (ii) the Parent Group and who: (a) is at least 18 years of age; (b) has a Hong Kong address and is a holder of Hong Kong Identity Card; (c) remains as a full-time employee of either the Group (including a full-time secondee to the Group (if applicable)) or the Parent Group, and is not on probation, as at 24 May 2013; (d) has not tendered his/her resignation or been given notice of termination of employment for any reason other than redundancy or retirement on or before 11 June 2013; and (e) is neither an, nor an associate of an, existing beneficial owner of the Shares or of shares of any of the subsidiaries of the Company
<b>“Employee Preferential Offering”</b>	the preferential offer of the Employee Reserved Shares to the Eligible Employees for subscription at the Offer Price on a preferential basis as to allocation only, as further described in <i>“Structure of the Global Offering – The Employee Preferential Offering”</i>
<b>“Employee Reserved Shares”</b>	the 3,400,000 Offer Shares (representing approximately 6.7% and 1.0% of the total number of Offer Shares initially being offered under the Hong Kong Public Offering and Global Offering (assuming that the Over-allotment Option is not exercised), respectively) being offered pursuant to the Employee Preferential Offering and which are to be allocated out of the Hong Kong Offer Shares
<b>“Emron Investment”</b>	Emron Investment Limited, a company incorporated in BVI with limited liability on 10 January 2011, and an indirect wholly-owned subsidiary of the Company
<b>“Enson Resources”</b>	Enson Resources Limited, a company incorporated in BVI with limited liability on 28 March 2011, and an indirect wholly-owned subsidiary of the Company
<b>“Ever Urban”</b>	Ever Urban Limited, a company incorporated in BVI with limited liability on 22 January 2013, a direct wholly-owned subsidiary of Strategy Key and an indirect wholly-owned subsidiary of the Company
<b>“Exposed Amalgamation Properties”</b>	has the meaning as ascribed to it in <i>“Business – Property Development – Properties under development or held for future development – Amalgamation Properties”</i>
<b>“financial assistance”</b>	has the same meaning as ascribed to it under the Listing Rules
<b>“Firstco Enterprises”</b>	Firstco Enterprises Limited, a company incorporated in BVI with limited liability on 3 July 2012, and an indirect wholly-owned subsidiary of the Company
<b>“FY2010”</b>	the financial year ended 30 June 2010

“FY2011”	the financial year ended 30 June 2011
“FY2012”	the financial year ended 30 June 2012
“FY2013”	the financial year ending 30 June 2013
“FY2014”	the financial year ending 30 June 2014
“FY2015”	the financial year ending 30 June 2015
“FY2016”	the financial year ending 30 June 2016
“FY2017”	the financial year ending 30 June 2017
“FY2018”	the financial year ending 30 June 2018
“FY2019”	the financial year ending 30 June 2019
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Gold Cascade”	Gold Cascade Limited, a company incorporated in BVI with limited liability on 21 January 2013, a direct wholly-owned subsidiary of Ever Urban and an indirect wholly-owned subsidiary of the Company
“Goldvista”	Goldvista Properties Limited, a company incorporated in BVI with limited liability on 10 May 1994 and an indirect wholly-owned subsidiary of Hopewell
“Grand Lyton”	Grand Lyton Limited, a company incorporated in BVI with limited liability on 22 January 2013, a direct wholly-owned subsidiary of Praise Ever and an indirect wholly-owned subsidiary of the Company
“Grand Site Development Limited” or “Grand Site”	Grand Site Development Limited, a joint venture project company, incorporated in Hong Kong with limited liability on 3 September 2008, which is held in equal shares by Linford and Mega Sino, an indirect wholly-owned subsidiary of Sino Land, being an Independent Third Party, and being the developer of the 200 Queen’s Road East Project
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group”	the Company and its subsidiaries, or where the context so requires in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) their predecessors
“HCDSL”	Hopewell China Development (Superhighway) Limited, a company incorporated in Hong Kong with limited liability on 30 October 1981, held as to 97.5% by Hopewell Highway and 2.5% by Independent Third Parties

<b>“Henderson Land”</b>	Henderson Land Development Company Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 12)
<b>“HHP Finance”</b>	HHP Finance Limited, a company incorporated in Hong Kong with limited liability on 5 March 2013, a direct wholly-owned subsidiary of the Company
<b>“HIBOR”</b>	Hong Kong Interbank Offered Rate
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“HKAIHL”</b>	Hong Kong Academy of Ice Hockey Limited, a company incorporated in Hong Kong on 15 February 2007 and limited by guarantee, the equity capital of which Mr. Thomas Jefferson WU is directly interested so as to exercise or control the exercise of 30% or more of the voting power at general meetings
<b>“HKD Revolving Facility”</b>	a HK\$7.0 billion revolving facility previously obtained by the Remaining Group from a syndicate of banks which was guaranteed by Hopewell and bore an interest rate of HIBOR plus 0.32% and with a maturity date in September 2014
<b>“HKFRS(s)”</b>	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
<b>“HKSCC”</b>	Hong Kong Securities Clearing Company Limited
<b>“HKSCC Nominees”</b>	HKSCC Nominees Limited
<b>“HKTB”</b>	Hong Kong Tourism Board
<b>“Homark Investment”</b>	Homark Investment Limited, a company incorporated in BVI with limited liability on 3 July 2012, and an indirect wholly-owned subsidiary of the Company
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Hong Kong Bowling City Limited”</b>	Hong Kong Bowling City Limited, a joint venture company incorporated in Hong Kong with limited liability on 24 January 2006 and is held as to approximately 50% by Hopewell and 50% by Top Bowl Limited, an Independent Third Party
<b>“Hong Kong Government”</b>	the Government of Hong Kong
<b>“Hong Kong Offer Shares”</b>	the 51,000,000 Offer Shares (subject to reallocation) initially being offered by the Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, as further described in <i>“Structure of the Global Offering”</i>
<b>“Hong Kong Public Offering”</b>	the offer of the Hong Kong Offer Shares to the public in Hong Kong for subscription at the Offer Price on and subject to the terms and conditions set out in this prospectus and the Application Forms, as further described in <i>“Structure of the Global Offering”</i>

<b>“Hong Kong Share Registrar”</b>	Computershare Hong Kong Investor Services Limited
<b>“Hong Kong Underwriters”</b>	the underwriters listed in <i>“Underwriting — Hong Kong Underwriters”</i> , being the underwriters of the Hong Kong Public Offering
<b>“Hong Kong Underwriting Agreement”</b>	the underwriting agreement dated 5 June 2013 relating to the Hong Kong Public Offering entered into among the Company, the Controlling Shareholder and the Hong Kong Underwriters, as further described in <i>“Underwriting”</i>
<b>“Hopewell”</b>	Hopewell Holdings Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 54), and is the Controlling Shareholder of the Company
<b>“Hopewell Asset Management”</b>	Hopewell Asset Management Limited, a company incorporated in Hong Kong with limited liability on 7 April 2010 and an indirect wholly-owned subsidiary of the Company
<b>“Hopewell Board”</b>	the board of directors of Hopewell
<b>“Hopewell Controlling Shareholders”</b>	Hopewell, Novel Spring and Boyen Investments
<b>“Hopewell Entertainment”</b>	Hopewell Promotion and Entertainment Limited (formerly known as Happy Gain Resources Limited), a company incorporated in Hong Kong with limited liability on 12 October 2001 and an indirect wholly-owned subsidiary of the Company
<b>“Hopewell Group”</b>	Hopewell and its subsidiaries from time to time
<b>“Hopewell Highway”</b>	Hopewell Highway Infrastructure Limited, a company incorporated in the Cayman Islands with limited liability on 14 January 2003 and whose shares are listed on the Main Board of the Stock Exchange (stock code: 737 (Hong Kong dollar counter) and 80737 (Renminbi counter)), and is held as to approximately 68.1% by Hopewell as at the Latest Practicable Date
<b>“Hopewell Highway Group”</b>	Hopewell Highway, its subsidiaries and jointly controlled entities from time to time
<b>“Hopewell Hitec”</b>	Hopewell Hitec (B.V.I.) Limited, a company incorporated in BVI with limited liability on 25 March 1992 and an indirect wholly-owned subsidiary of the Company
<b>“Hopewell Hospitality”</b>	Hopewell Hospitality Company Limited, a company incorporated in the Cayman Islands with limited liability on 2 June 1999 and a direct wholly-owned subsidiary of Hopewell

<b>“Hopewell Project Development”</b>	Hopewell Project Development Limited, a company incorporated in Hong Kong with limited liability on 20 March 2008 and an indirect wholly-owned subsidiary of the Company
<b>“Hopewell Properties BVI”</b>	Hopewell Properties (B.V.I.) Limited, a company incorporated in BVI with limited liability on 6 April 1992 and a direct wholly-owned subsidiary of Hopewell
<b>“Hopewell Property Management”</b>	Hopewell Property Management Company Limited, a company incorporated in Hong Kong with limited liability on 9 February 1973 and an indirect wholly-owned subsidiary of the Company
<b>“Hopewell Shareholders”</b>	holders of Hopewell Shares
<b>“Hopewell Shares”</b>	shares with a par value of HK\$2.50 each in the share capital of Hopewell
<b>“HPFM”</b>	Hopewell Property and Facility Management Limited, a company incorporated in Hong Kong with limited liability on 17 March 2011 and an indirect wholly-owned subsidiary of the Company
<b>“HREA”</b>	Hopewell Real Estate Agency Limited, a company incorporated in Hong Kong with limited liability on 20 February 1970 and an indirect wholly-owned subsidiary of the Company
<b>“Independent Third Party”</b>	an individual or a company who is not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates
<b>“International Offer Shares”</b>	the 289,000,000 Offer Shares (subject to reallocation and the Over-allotment Option) initially being offered by the Company for subscription pursuant to the International Offering, as further described in “ <i>Structure of the Global Offering</i> ”
<b>“International Offering”</b>	the offering of the International Offer Shares (i) in the United States to QIBs in reliance on Rule 144A under the US Securities Act, or another available exemption from, or in transactions, not subject to, the registration requirements of the US Securities Act, or (ii) outside the United States in offshore transactions in accordance with Regulation S to certain investors (including offering to professional investors in Hong Kong other than retail investors in Hong Kong), for subscription or purchase (as the case may be) at the Offer Price, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in “ <i>Structure of the Global Offering</i> ”



<b>“International Trademart”</b>	International Trademart Company Limited, a company incorporated in Hong Kong with limited liability on 10 November 1987 and an indirect wholly-owned subsidiary of the Company
<b>“International Underwriters”</b>	the underwriters named in the International Underwriting Agreement
<b>“International Underwriting Agreement”</b>	the underwriting agreement relating to the International Offering to be entered into among the Company, Hopewell, Boyen Investments and the International Underwriters on or about the Price Determination Date, as further described in “ <i>Underwriting</i> ”
<b>“IRD”</b>	Inland Revenue Department of the Hong Kong Government
<b>“Island Century”</b>	Island Century Limited, a company incorporated in Hong Kong with limited liability on 27 June 2011, and an indirect wholly-owned subsidiary of the Company
<b>“Joint Bookrunners”</b>	BOCI Asia Limited, Credit Suisse (Hong Kong) Limited, J.P. Morgan Securities (Asia Pacific) Limited, The Hongkong and Shanghai Banking Corporation Limited and Citigroup Global Markets Asia Limited
<b>“Joint Global Coordinators” or “Joint Sponsors”</b>	BOCI Asia Limited and Credit Suisse (Hong Kong) Limited ( <i>in alphabetical order</i> )
<b>“Kingbon Investment”</b>	Kingbon Investment Limited, a company incorporated in BVI with limited liability on 7 March 2012, and an indirect wholly-owned subsidiary of the Company
<b>“KITEC”</b>	Kowloonbay International Trade & Exhibition Centre, located at 1 Trademart Drive, Kowloon Bay, Hong Kong
<b>“Lands Tribunal”</b>	the Lands Tribunal of Hong Kong, established under the Lands Tribunal Ordinance (Chapter 17 of the Laws of Hong Kong)
<b>“Latest Practicable Date”</b>	29 May 2013, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
<b>“Lepanto Ventures”</b>	Lepanto Ventures Limited, a company incorporated in BVI with limited liability on 8 January 2013, a direct wholly-owned subsidiary of Strategy Key and an indirect wholly-owned subsidiary of the Company
<b>“Linford Investments Limited” or “Linford”</b>	Linford Investments Limited, a company incorporated in BVI with limited liability on 8 August 2008 and is held as to 100% by the Company
<b>“LIS”</b>	leasing information system

<b>“Listing”</b>	the listing of the Shares on the Main Board of the Stock Exchange
<b>“Listing Committee”</b>	the listing committee of the Stock Exchange
<b>“Listing Date”</b>	the date, expected to be on or about 19 June 2013, on which the Shares become listed on the Main Board of the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
<b>“Mega Sino”</b>	Mega Sino Limited, a company incorporated in BVI with limited liability on 8 August 2008 and an indirect wholly-owned subsidiary of Sino Land
<b>“Memorandum” or “Memorandum of Association”</b>	the memorandum of association of the Company (as amended from time to time), a summary of which is set out in <i>“Appendix VI – Summary of the Constitution of the Company and Cayman Companies Law”</i>
<b>“MICE”</b>	meetings, incentives, conferences and exhibitions
<b>“Miu Kang Property”</b>	the units of Miu Kang Terrace acquired and held by the Remaining Group
<b>“Miu Kang Terrace”</b>	a property located at No. 53 Ship Street and Nos. 1-5 Schooner Street, Wan Chai, Hong Kong, and which is immediately adjacent to the Nam Koo Property
<b>“Nam Koo Property”</b>	the property located at No. 55 Ship Street and Nos. 1, 1A, 2, 3 and 4, Hillside Terrace, Wan Chai, Hong Kong
<b>“Non-Qualifying Hopewell Shareholders”</b>	Hopewell Shareholders whose names appeared in the register of members of Hopewell at 4:30 p.m. on the Record Date and whose addresses as shown in such register are in any of the Specified Territories and any Hopewell Shareholders or Beneficial Hopewell Shareholders at that time who are otherwise known by Hopewell to be resident in any of the Specified Territories
<b>“Novel Spring”</b>	Novel Spring Limited, a company incorporated in BVI with limited liability on 9 January 2013, a direct wholly-owned subsidiary of Hopewell
<b>“Oasis Castle”</b>	Oasis Castle Holdings Limited, a company incorporated in BVI with limited liability on 18 February 2013, a direct wholly-owned subsidiary of Ever Urban and an indirect wholly-owned subsidiary of the Company

“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$17.80 and expected to be not less than HK\$15.30, such price to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and the Company on or before the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares (including, for the avoidance of doubt, the Employee Reserved Shares and the Reserved Shares), together with, where relevant, any additional Shares to be sold by Boyen Investments pursuant to the exercise of the Over-allotment Option
“Outstanding Borrowings”	the amount drawn under the HKD Revolving Facility and utilised by the Group and accounted for as bank borrowings by the Group, the amount of which as at 31 March 2013 was HK\$3,700.0 million
“Over-allotment Option”	the option expected to be granted by Boyen Investments under the International Underwriting Agreement to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), pursuant to which Boyen Investments may be required to sell up to an additional 51,000,000 Shares (representing 15% of the number of Offer Shares initially being offered under the Global Offering) at the Offer Price, to, among others, cover over-allocations in the International Offering, if any, as described in “ <i>Structure of the Global Offering</i> ”
“Overseas Employee”	an employee of the Company, the Hopewell Group (including the Hopewell Highway Group but excluding the Group) or any of their respective subsidiaries or branches who is not a Hong Kong resident
“Parent Group”	Hopewell Group (excluding the Group)
“PIA”	PIA Entertainment (H.K.) Co., Limited, a company incorporated in Hong Kong with limited liability on 8 December 2008, held as to approximately 48% by Mr. Ahito NAKAMURA and approximately 52% by Independent Third Parties
“PINK Application Form(s)”	the application form(s) to be sent to Eligible Employees to subscribe for Shares pursuant to the Employee Preferential Offering
“Pink Form eIPO”	the application for Employee Reserved Shares to be issued in an Eligible Employee’s own name by submitting applications online through the designated website of <b>Pink Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>

“PPL”	Procelain Properties Limited, a company incorporated in BVI with limited liability on 19 January 1993 and an indirect wholly-owned subsidiary of the Company
“Praise Ever”	Praise Ever Investments Limited, a company incorporated in BVI with limited liability on 28 January 2013, a direct wholly-owned subsidiary of Strategy Key and an indirect wholly-owned subsidiary of the Company
“Preferential Offering”	the preferential offering to the Qualifying Hopewell Shareholders of 35,006,100 Offer Shares (representing no more than 10.3% of the Shares initially being offered under the Global Offering) as Assured Entitlement (assuming the Over-allotment Option is not exercised) and subject to the terms and conditions stated herein and in the <b>BLUE</b> Application Form, as further described in “ <i>Structure of the Global Offering – The Preferential Offering</i> ”
“Price Determination Date”	the date, expected to be on or about 12 June 2013, on which the Offer Price will be determined for the purposes of the Global Offering and, in any event, not later than 18 June 2013
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Qualifying Hopewell Shareholders”	Hopewell Shareholders, other than the Non-Qualifying Hopewell Shareholders, whose names appeared in the register of members of Hopewell at 4:30 p.m. on the Record Date
“Record Date”	Wednesday, 29 May 2013, being the record date for determining the Assured Entitlement of the Qualifying Hopewell Shareholders to the Shares
“Refinancing Facility”	a loan facility of an aggregate principal amount of HK\$4,000.0 million obtained by the Group from a financial institution pursuant to an agreement dated 8 May 2013 and entered into between, among others, HHP Finance and Bank of China (Hong Kong) Limited, for the purposes of financing the repayment of the Outstanding Borrowings
“Regulation S”	Regulation S under the US Securities Act, as amended or supplemented from time to time
“Relevant Parties”	the Joint Global Coordinators, the Joint Bookrunners, the Joint Sponsors, the Underwriters or any of our or their respective directors, officers or representatives or any other person involved in this Global Offering
“Remaining Group”	Hopewell Group (excluding the Group and the Hopewell Highway Group)

<b>“Reorganisation”</b>	the reorganisation of the Group in preparation for the Listing, details of which are set out in <i>“Appendix VII – Statutory and General Information”</i>
<b>“Reserved Shares”</b>	the 35,006,100 Offer Shares (representing approximately 12.1% and 10.3% of the total number of Shares initially being offered under the International Offering and Global Offering, respectively (assuming that the Over-allotment Option is not exercised)) being offered by the Company to Qualifying Hopewell Shareholders pursuant to the Preferential Offering as Assured Entitlement and which are to be allocated out of the International Offer Shares
<b>“Rich Treasure”</b>	Rich Treasure Enterprises Limited, a company incorporated in BVI with limited liability on 1 November 2011 and an indirect wholly-owned subsidiary of the Company
<b>“Rule 144A”</b>	Rule 144A under the US Securities Act
<b>“Sanho Investment”</b>	Sanho Investment Limited, a company incorporated in BVI with limited liability on 23 February 2012, and an indirect wholly-owned subsidiary of the Company
<b>“Savills Report”</b>	an independent market research report dated 6 June 2013 on the Hong Kong property market, which was prepared by Savills (Hong Kong) Limited and commissioned by the Company, and set out in <i>“Appendix V – Market Research Report”</i>
<b>“SFC”</b>	the Securities and Futures Commission of Hong Kong
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
<b>“SGSL”</b>	Security Garage Services Limited, a company incorporated in Hong Kong with limited liability on 23 January 2008, is wholly-owned by Mr. Thomas Jefferson WU
<b>“Share(s)”</b>	ordinary share(s) in the capital of the Company with a nominal value of HK\$0.10 each
<b>“Share Option Scheme”</b>	the share option scheme conditionally approved and adopted by the Company on 29 April 2013 and by the Hopewell Shareholders on 23 May 2013, the principal terms of which are summarised in <i>“Appendix VII – Statutory and General Information – Share Option Scheme”</i>
<b>“Shareholder(s)”</b>	holder(s) of Shares
<b>“Singapore Hopewell Shareholders”</b>	Hopewell Shareholders as at the Record Date whose registered addresses are in Singapore
<b>“Singway BVI”</b>	Singway (B.V.I.) Company Limited, a company incorporated in BVI with limited liability on 25 March 1992 and an indirect wholly-owned subsidiary of the Company

<b>“Sino Land”</b>	Sino Land Company Limited, a company incorporated in Hong Kong with limited liability on 5 January 1971 and whose shares are listed on the Main Board of the Stock Exchange (stock code: 83) and is an Independent Third Party
<b>“Specified Territories”</b>	in respect of the Preferential Offering, mean Canada, Malaysia, New Zealand, Singapore, the United Kingdom and the United States, or such other territories which the Directors and the Company consider it necessary or expedient to exclude from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
<b>“Spin-off”</b>	the spin-off of the Company by way of the Listing in accordance with Practice Note 15 to the Listing Rules
<b>“Stabilising Manager”</b>	Credit Suisse (Hong Kong) Limited
<b>“Stock Borrowing Agreement”</b>	the stock borrowing agreement expected to be entered into between Boyen Investments and the Stabilising Manager on or about the Price Determination Date
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Strategy Key”</b>	Strategy Key Limited, a company incorporated in BVI with limited liability on 26 February 2013, a direct wholly-owned subsidiary of the Company
<b>“subsidiaries”</b>	shall have the meaning as ascribed to it in section 2 of the Companies Ordinance
<b>“substantial shareholder(s)”</b>	has the same meaning ascribed to it under the Listing Rules
<b>“Sunlight REIT”</b>	Sunlight Real Estate Investment trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO, the units of which are listed on the Main Board of the Stock Exchange (stock code: 435)
<b>“Tactics Ace”</b>	Tactics Ace Limited, a company incorporated in BVI with limited liability on 18 January 2013, a direct wholly-owned subsidiary of the Company
<b>“Takeovers Code”</b>	the Codes on Takeovers and Mergers and Share Repurchases
<b>“Track Record Period”</b>	the three financial years of the Company ended 30 June 2010, 2011 and 2012 and the six months ended 31 December 2012
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland

<b>“Underwriters”</b>	the Hong Kong Underwriters and the International Underwriters
<b>“Underwriting Agreements”</b>	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
<b>“Unexposed Amalgamation Properties”</b>	the Amalgamation Properties other than the Exposed Amalgamation Properties
<b>“URA”</b>	the Urban Renewal Authority in Hong Kong
<b>“US Securities Act”</b>	the United States Securities Act of 1933, as amended or supplemented from time to time and the rules and regulations promulgated under it
<b>“US\$”</b>	United States dollars, the lawful currency of the United States
<b>“US” or “United States”</b>	the United States of America, its territories and possessions and all areas subject to its jurisdiction
<b>“WHITE Application Form(s)”</b>	the form of application for the Hong Kong Offer Shares for use by the public who require such Hong Kong Offer Shares to be issued in an applicant’s own name
<b>“White Form eIPO”</b>	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>White Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
<b>“White Form eIPO Service Provider”</b>	Computershare Hong Kong Investor Services Limited
<b>“Yeeko”</b>	Yeeko Investment Limited, a company incorporated in BVI with limited liability on 20 March 2006 and an indirect wholly-owned subsidiary of Hopewell
<b>“YELLOW Application Form(s)”</b>	the form of application for the Hong Kong Offer Shares for use by the public who require such Hong Kong Offer Shares to be deposited directly into CCASS

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

In this prospectus, unless otherwise stated, amounts denominated in US dollars have been translated into HK dollars at an exchange rate of US\$1.00 = HK\$7.80 and certain amounts denominated in HK dollars have been translated into US dollars at an exchange rate of HK\$1.00 = US\$0.13, in each case for illustrative purposes only. Such conversions shall not be construed as representations that amounts in HK or US dollars were or could have been or could be converted into HK dollars or US dollars (as the case may be) at such rates or any other exchange rates on such date or any other date.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables and charts may not be an arithmetic aggregation of the figures preceding them.

Unless otherwise specified, all references to any shareholdings in the Company following the completion of the Global Offering assume that the Over-allotment Option is not exercised.