

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 is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. This announcement does not constitute a prospectus, notice, circular, brochure, advertisement or other document calculated to invite or solicit offers by any person to subscribe for or purchase any securities. It must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended.

## SWIRE PACIFIC LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Codes: 00019 and 00087)

# SPIN-OFF OF SWIRE PROPERTIES, GLOBAL OFFERING AND CONDITIONAL DIVIDEND NOT TO PROCEED RESUMPTION OF TRADING

In the light of the deterioration in market conditions since publication of the Prospectus on 3rd May 2010, Swire Properties, having consulted the Joint Global Coordinators, has formed the view that it would be inadvisable to proceed with the Global Offering. Accordingly, the underwriting agreement relating to the International Offering will not be entered into and the underwriting agreement relating to the Hong Kong Public Offering will not become unconditional. The Proposed Spin-off will therefore not proceed and the Conditional Dividend will not be distributed.

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 2:30 p.m. on 6th May 2010 pending the making of an announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:30 a.m. on 7th May 2010.



### INTRODUCTION

Reference is made to (a) the Company's announcement dated 11th February 2010 regarding the Proposed Spin-off, (b) the Company's announcement dated 7th April 2010 regarding, among other things, the date of the meeting of a Board Committee of the Company for considering the declaration of the Conditional Dividend, (c) the Company's announcement dated 18th April 2010 regarding the proposed discloseable transaction in relation to the Proposed Spin-off, declaration of a conditional special interim dividend and proposed connected transactions, (d) the Company's announcement dated 18th April 2010 regarding the WPIP, (e) the Company's announcement dated 21st April 2010 regarding the Conditional Dividend and the Global Offering, (f) the Company's announcement dated 25th April 2010 regarding the Revised WPIP, (g) the Company's announcement dated 25th April 2010 regarding the preliminary indicative offer price range for the Swire Properties Shares under the Global Offering and (h) the Company's announcement dated 3rd May 2010 regarding publication of the Prospectus.

# SPIN-OFF OF SWIRE PROPERTIES, GLOBAL OFFERING AND CONDITIONAL DIVIDEND NOT TO PROCEED

In the light of the deterioration in market conditions since publication of the Prospectus on 3rd May 2010, Swire Properties, having consulted the Joint Global Coordinators, has formed the view that it would be inadvisable to proceed with the Global Offering. Accordingly, the underwriting agreement relating to the International Offering will not be entered into and the underwriting agreement relating to the Hong Kong Public Offering will not become unconditional. The Proposed Spin-off will therefore not proceed and the Conditional Dividend will not be distributed.

Mr. Christopher Pratt, the Chairman of the Company, commented as follows: "The Company is naturally disappointed at this outcome but feels that it would be wrong to proceed with the Proposed Spin-off given the recent sharp deterioration in market sentiment. Consideration was given to amending the terms of the Global Offering, but it was felt that this would undervalue the world class assets of Swire Properties and be against the interests of shareholders. The Company continues to have confidence in its business model and its ability to deliver consistent value. It remains committed to the development of Swire Properties' real estate platform in Hong Kong and Mainland China."

### RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 2:30 p.m. on 6th May 2010 pending the making of an announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:30 a.m. on 7th May 2010.



### **DEFINITIONS**

**Board** the board of directors of the Company

Company Swire Pacific Limited, a company incorporated in Hong

Kong whose shares are listed on the Main Board of the Stock Exchange, the principal activity of which is

investment holding

Conditional Dividend the conditional special interim dividend declared by a Board

Committee of the Company on 17th April 2010

**Directors** the directors of the Company

Global Offering the Hong Kong Public Offering and the International

Offering

Hong Kong the Hong Kong Special Administrative Region of the

People's Republic of China

**Hong Kong Public** 

Offering

the proposed offer of Swire Properties Shares for

subscription by the public in Hong Kong

International

Offering

the proposed offer of Swire Properties Shares outside the United States in accordance with Regulation S under the U.S. Securities Act and in the United States to qualified institutional buyers only in reliance on Rule 144A of the U.S. Securities Act or any other available exemption from

registration under the U.S. Securities Act

Joint Global Coordinators Goldman Sachs (Asia) L.L.C., The Hongkong and Shanghai Banking Corporation Limited and Morgan Stanley Asia

Limited

**Proposed Spin-off** the proposed disposal of part of the Company's interest in

Swire Properties by way of a separate listing of Swire Properties Shares on the Main Board of the Stock Exchange

**Prospectus** the prospectus issued by Swire Properties on 3rd May 2010

in connection with the Hong Kong Public Offering

**Revised WPIP** the revised web proof information pack of Swire Properties

published on the Stock Exchange's website at http://www.hkexnews.hk on 26th April 2010 to replace the

WPIP

**Stock Exchange** The Stock Exchange of Hong Kong Limited

**Swire Properties** Swire Properties Limited, a company incorporated in Hong

Kong on 3rd November 1972



Swire Properties ordinary shares of HK\$1.00 each in the share capital of

**Shares** Swire Properties

**United States** the United States of America

**U.S. Securities Act** the United States Securities Act of 1933, as amended from

time to time

WPIP the web proof information pack of Swire Properties

published on the Stock Exchange's website a

http://www.hkexnews.hk on 19th April 2010

As at the date of this announcement, the Directors of the Company are:

Executive Directors: C.D. Pratt (Chairman), P.N.L. Chen, M. Cubbon, P.A. Kilgour, J.R. Slosar and A.N. Tyler;

Non-Executive Directors: Baroness Dunn, J.W.J. Hughes-Hallett, P.A. Johansen and M.B. Swire; and

Independent Non-Executive Directors: T.G. Freshwater, C.K.M. Kwok, C. Lee, M. Leung, M.C.C. Sze and M.M.T. Yang.

By Order of the Board **SWIRE PACIFIC LIMITED**David Fu

Company Secretary

Hong Kong, 6th May 2010