

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 does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*

*The communication of this announcement and any other document or materials relating to the issue of the Senior Notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or who are any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). In the United Kingdom, the Senior Notes offered hereby are only available to, and any investment or investment activity to which this announcement relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this announcement or any of its contents.*

SHIMAO  **世茂房地產**

SHIMAO PROPERTY HOLDINGS LIMITED

世茂房地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 813)

**ISSUE OF ADDITIONAL CNY1,200,000,000 SENIOR NOTES DUE 2021
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE
CNY950 MILLION 5.75% SENIOR NOTES DUE 2021
ISSUED ON 15 MARCH 2018)**

Introduction

Reference is made to the announcement (the “**Announcement**”) of the Company dated 21 June 2018 in relation to the proposed issue of the Additional Notes. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Purchase Agreement

On 21 June 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with HSBC and Goldman Sachs. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of HSBC and Goldman Sachs is an independent third party and not a connected person of the Company.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are identical to the terms of the Original Notes, other than certain temporary securities law transfer restrictions and the following:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the principal amount of CNY1,200 million, to be consolidated and form a single series with the Original Notes. The Additional Notes will mature on 15 March 2021, unless earlier redeemed under the terms thereof.

Offering Price

The offering price of the Additional Notes will be 100% of the principal amount of the Additional Notes plus accrued interest from and including 15 March 2018 to (but excluding) 3 July 2018.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be, registered under the Securities Act. The Additional Notes will only be offered or sold in offshore transactions to non-U.S. persons in accordance with Regulation S under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

Reasons for the issue of the Additional Notes

The Company intends to use the net proceeds from the issue of the Additional Notes outside the PRC to refinance its existing indebtedness and for business development and other general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Listing

The Original Notes are listed on the SGX-ST. The Company will procure that the Additional Notes will also be listed on the SGX-ST upon issue.

Approval in-principle has been received for the listing and quotation of the Additional Notes on the official list of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions contained in this announcement.

Approval in-principle for the listing and quotation of the Additional Notes on the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors or the Additional Notes.

No listing of the Additional Notes will be sought in Hong Kong.

On behalf of the Board
Shimao Property Holdings Limited
Hui Wing Mau
Chairman

Hong Kong, 22 June 2018

As at the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Hui Wing Mau (Chairman), Mr. Hui Sai Tan, Jason (Vice Chairman) and Ms. Tang Fei; one Non-executive Director, namely, Mr. Liu Sai Fei; and three Independent Non-executive Directors, namely, Ms. Kan Lai Kuen, Alice, Mr. Lu Hong Bing and Mr. Lam Ching Kam.