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*Notice to Hong Kong investors: The Issuer and the Guarantor (each as defined below) confirm that the Notes will be intended for purchase by professional investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on the SEHK on that basis. Accordingly, the Issuer and the Guarantor confirm that the Notes will not be appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.*

## **PUBLICATION OF PRICING SUPPLEMENT**

### **LAI SUN MTN LIMITED**

*(incorporated with limited liability under the laws of Hong Kong) (the “Issuer”)*

**U.S.\$250,000,000 5.00 per cent. Guaranteed Notes due 2026 (the “Notes”)**

**(to be consolidated with and form a single series with the U.S.\$250,000,000 5.00 per cent.**

**Guaranteed Notes due 2026)**

**(Stock Code: 40782)**

**under the U.S.\$2,000,000,000 Medium Term Note Programme (the “Programme”)**

**unconditionally and irrevocably guaranteed by**



**LAI SUN DEVELOPMENT**

Lai Sun Development Company Limited  
(Incorporated in Hong Kong with limited liability)

**LAI SUN DEVELOPMENT COMPANY LIMITED**

**麗新發展有限公司**

**(the “Guarantor”)**

**(Stock Code: 488)**



## **Appendix 1 – Pricing Supplement for the Notes**

**PRICING SUPPLEMENT**

This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") ("**Professional Investors**")) only.

*Notice to Hong Kong investors:* The Issuer and the Guarantor confirm that the Notes are intended for purchase by Professional Investors only and the New Notes will be and the Original Notes have been listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer and the Guarantor confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

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This document together with the Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer, the Guarantor and the Group. Each of the Issuer and the Guarantor accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

**Pricing Supplement dated 1 September 2021**

**LAI SUN MTN LIMITED**

**Issue of U.S.\$250,000,000 5.00 per cent. Guaranteed Notes due 2026 (the "New Notes")  
to be consolidated with and form a single series with the U.S.\$250,000,000 5.00 per cent. Guaranteed  
Notes due 2026 issued on 28 July 2021 (the "Original Notes", and together with the New Notes, the  
"Notes")**

**Guaranteed by**

**LAI SUN DEVELOPMENT COMPANY LIMITED 麗新發展有限公司  
under the U.S.\$2,000,000,000 Medium Term Note Programme**

The document constitutes the Pricing Supplement relating to the issue of New Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Offering Circular dated 25 June 2021 (the "**Offering Circular**"). This Pricing Supplement contains the final terms of the New Notes and must be read in conjunction with the Offering Circular as supplemented by the additional disclosure relevant to the Notes in the Schedule hereof.

- |   |  |  |
|---|--|--|
| 1 | (i) Issuer:                                    | Lai Sun MTN Limited  |
|   | (ii) Guarantor:                                | Lai Sun Development Company Limited<br>麗新發展有限公司  |
| 2 | (i) Series Number:                             | 001  |
|   | (ii) Tranche Number:                           | 002  |
|   | (iii) Date on which the Notes become fungible: | The New Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Original Notes on exchange of the Temporary Global Registered Note for interests in the Permanent Global Registered Note, as referred to in paragraph 24 below which is expected to occur on or after 20 October 2021 (being the day following the end of the 40-day distribution compliance period pursuant to Regulation S under the United States Securities Act of 1933, as amended, applicable to the New Notes) (the " <b>Consolidation Date</b> ") |
| 3 | Specified Currency or Currencies:              | United States dollars ("U.S.\$")   |
| 4 | Aggregate Nominal Amount:                      |  |
|   | (i) Series:                                    | U.S.\$500,000,000  |
|   | (ii) Tranche:                                  | U.S.\$250,000,000  |
| 5 | (i) Issue Price:                               | 100.00 per cent. of the Aggregate Nominal Amount, <i>plus</i> an amount corresponding to the accrued interest from, and including, 28 July 2021 to, but excluding, the Issue Date  |
|   | (ii) Net Proceeds:                             | Approximately U.S.\$248,000,000  |

	(iii) Private Bank Rebate/Commission:	Applicable
6	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7	(i) Issue Date:	9 September 2021
	(ii) Interest Commencement Date:	28 July 2021
8	Maturity Date:	28 July 2026
9	Interest Basis:	5.00 per cent. Fixed Rate
10	Redemption/Payment Basis:	Redemption at par (other than a redemption for a Change of Control pursuant to Condition 9(f) ( <i>Redemption for Change of Control</i> ))
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	Listing:	The Stock Exchange of Hong Kong Limited (" <b>HKSE</b> ") Application will be made to HKSE (the expected effective listing date of the New Notes is 10 September 2021)
14	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	5.00 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	28 January and 28 July in each year, not adjusted, commencing on 28 January 2022
	(iii) Fixed Coupon Amount:	U.S.\$25.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	<b>Floating Rate Note Provisions</b>	Not Applicable
17	<b>Zero Coupon Note Provisions</b>	Not Applicable
18	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19	<b>Dual Currency Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20	<b>Call Option</b>	Not Applicable
21	<b>Put Option</b>	Not Applicable

- |    |  |  |
|----|--|--|
| 22 | <b>Final Redemption Amount of each Note</b>  | U.S.\$1,000 per Calculation Amount   |
| 23 | <b>Early Redemption Amount</b><br>Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | As set out and pursuant to Condition 9(b) ( <i>Redemption for tax reasons</i> ) in respect of a redemption for tax reasons and Condition 9(f) ( <i>Redemption for Change of Control</i> ) in respect of a redemption for a Change of Control |

**GENERAL PROVISIONS APPLICABLE TO THE NEW NOTES**

- |    |   |  |
|----|---|--|
| 24 | <b>Form of New Notes:</b>   | <p><b>Registered Notes:</b></p> <p>Temporary Global Registered Note exchangeable for a Permanent Global Registered Note on or after the Consolidation Date</p> <p>Temporary Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances specified in the Temporary Global Registered Note</p> <p>Permanent Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances specified in the Permanent Global Registered Note</p> |
| 25 | Additional Financial Centre(s) or other special provisions relating to payment dates:   | Not Applicable   |
| 26 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No   |
| 27 | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the New Notes and interest due on late payment: | Not Applicable   |
| 28 | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable   |
| 29 | Redenomination, renominatisation and reconventioning provisions:  | Not Applicable   |
| 30 | Consolidation provisions:   | The provisions in Condition 18 ( <i>Further Issues</i> ) apply   |

31	Any applicable currency disruption/fallback provisions:	Not Applicable
32	Other terms or special conditions:	Not Applicable
<b>DISTRIBUTION</b>		
33	(i) If syndicated, names of Managers:	BNP Paribas, DBS Bank Ltd., Haitong International Securities Company Limited, The Hongkong and Shanghai Banking Corporation Limited and UBS AG Hong Kong Branch
	(ii) Stabilisation Manager(s) (if any):	Haitong International Securities Company Limited is not obliged to subscribe or to procure subscribers to subscribe for any Notes. Any of the Managers appointed and acting in the capacity as a Stabilisation Manager
34	If non-syndicated, name and address of Dealer:	Not Applicable
35	U.S. Selling Restrictions:	Reg. S Category 2
36	Additional selling restrictions:	Not Applicable
37	Prohibition of Sales to EEA Retail Investors:	Not Applicable
38	Prohibition of Sales to UK Retail Investors:	Not Applicable
<b>OPERATIONAL INFORMATION</b>		
40	Temporary ISIN Code until the consolidation of the New Notes with the Original Notes:	XS2382904063
	ISIN Code after the consolidation of the New Notes with the Original Notes:	XS2368038050
41	Temporary Common Code until the consolidation of the New Notes with the Original Notes:	238290406
	Common Code after the consolidation of the New Notes with the Original Notes:	236803805
42	Legal Entity Identifier:	254900IL4GZMMOH72N45
43	CMU Instrument Number:	Not Applicable
44	Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and the CMU and the relevant identification number(s):	Not Applicable
45	Delivery:	Delivery against payment
46	Additional Paying Agent(s) (if any):	Not Applicable
<b>GENERAL</b>		
47	The aggregate principal amount of New Notes issued has been translated into US dollars at the rate of [●], producing a sum of (for New Notes not denominated in US dollars):	Not Applicable
48	Ratings:	Not Applicable



## **STABILISING**

In connection with this issue, any of the Managers (the "**Stabilisation Manager**") (or persons acting on behalf of any Stabilisation Manager) may over-allot New Notes or effect transactions with a view to supporting the market price of the New Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilisation Manager (or persons acting on behalf of a Stabilisation Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the New Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the New Notes and 60 days after the date of the allotment of the New Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.

## **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the final terms required for issue and admission to trading on the Hong Kong Stock Exchange of the New Notes described herein pursuant to the U.S.\$2,000,000,000 Medium Term Note Programme.

## **RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of

**LAI SUN MTN LIMITED**

By: <sup>X</sup>  .....  
Duly authorised

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Signed on behalf of

LAI SUN DEVELOPMENT COMPANY LIMITED 麗新發展有限公司

By:  .....  
Duly authorised

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## SCHEDULE – ADDITIONAL DISCLOSURE

*In respect of this series of Notes only, the Offering Circular is hereby supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Offering Circular. Save as otherwise defined herein, terms defined in the Offering Circular have the same meaning when used in this Schedule.*

### RECENT DEVELOPMENT

The following announcements made by the Guarantor, copies of which can be downloaded from the website of the Hong Kong Stock Exchange at <https://www.hkexnews.hk>, shall be deemed to be incorporated in, and to form part of, this Offering Circular:

1. Titled "JOINT ANNOUNCEMENT - (1) SUBSCRIPTION AGREEMENT AND ISSUE OF NEW SHARES UNDER GENERAL MANDATE; AND (2) RESTORATION OF PUBLIC FLOAT" dated 12 August 2021 and "JOINT ANNOUNCEMENT - ENTERING INTO OF THE SUPPLEMENTAL AGREEMENT TO THE SUBSCRIPTION AGREEMENT" dated 27 August 2021 in relation to the conditional issue of new ordinary shares in the share capital of the Guarantor to Jinlong Road Limited and an independent third party; and
2. Titled "JOINT ANNOUNCEMENT - (1) PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE; (2) CLOSURE OF REGISTER OF MEMBERS; AND (3) POSSIBLE ADJUSTMENTS TO THE SHARE OPTIONS UNDER THE SHARE OPTION SCHEMES" dated 12 August 2021, "SUPPLEMENTAL JOINT ANNOUNCEMENT - AMENDMENTS TO THE THEORETICAL EX-RIGHTS PRICE" dated 19 August 2021 and "JOINT ANNOUNCEMENT - REVISED TIMETABLE IN RELATION TO THE PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE" dated 20 August 2021 in relation to the proposal by the Guarantor to issue new ordinary shares in the share capital of the Guarantor offered to qualifying shareholders for subscription by way of rights issue,

save that any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of the Offering Circular to the extent that a statement contained in any such subsequent document which is deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Offering Circular.