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The Offers are being made for the securities of a Cayman Islands company and while the Offers are subject to Hong Kong disclosure and procedural requirements, investors should be aware that these requirements are different from those of the United States of America ("US"). The financial statements included in the Composite Document mentioned in this announcement have been prepared in accordance with Hong Kong Financial Reporting Standards and thus may not be comparable to financial statements of US companies.



(Incorporated in Hong Kong with limited liability)
(Stock Code: 0017)

Easywin Enterprises Corporation Limited

(義榮企業有限公司)

(Incorporated in Hong Kong with limited liability)



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0917)

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL CASH OFFERS
BY THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED
ON BEHALF OF THE OFFEROR,
A WHOLLY OWNED SUBSIDIARY OF
NEW WORLD DEVELOPMENT COMPANY LIMITED,
TO ACQUIRE ALL THE ISSUED SHARES OF NEW WORLD CHINA LAND LIMITED
(OTHER THAN THOSE ALREADY HELD BY THE OFFEROR AND
NEW WORLD DEVELOPMENT COMPANY LIMITED)
AND TO CANCEL ALL THE OUTSTANDING OPTIONS OF
NEW WORLD CHINA LAND LIMITED**

(1) REMINDER OF CLOSE OF THE OFFERS

AND

(2) COMPULSORY ACQUISITION

Financial Adviser to NWD and the Offeror



Financial Adviser to NWCL



REMINDER OF CLOSE OF THE OFFERS

As disclosed in the First Closing Announcement, the Offers became unconditional in all respects on 21 March 2016.

NWD and the Offeror would like to remind NWCL Offer Shareholders that the latest time and date for acceptance of the Offers is 4:00 p.m. on Tuesday, 5 April 2016 (being the Final Closing Date). The Offeror does not intend to further extend the Offers. The Share Offer Price will not be increased and the Offeror does not reserve the right to do so.

COMPULSORY ACQUISITION

The Offeror will privatise NWCL by exercising its rights to compulsorily acquire the Remaining Offer Shares after the Final Closing Date. The Remaining Offer Shares will be acquired by compulsory acquisition on the same terms as the Share Offer (i.e. at the same Share Offer Price of HK\$7.80 per Offer Share).

TIMING OF PAYMENT OF CONSIDERATION

Cheques for the consideration (less seller's ad valorem stamp duty) payable in respect of the NWCL Offer Shares validly tendered for acceptance after 4:00 p.m. on 21 March 2016 (being the first Closing Date) and by 4:00 p.m. on the Final Closing Date will be despatched within seven (7) Business Days following the date of receipt of the valid acceptance.

NWCL Offer Shareholders are reminded that if their NWCL Offer Shares are not tendered for acceptance by 4:00 p.m. on Tuesday, 5 April 2016, they will only receive the consideration (less seller's ad valorem stamp duty) for the NWCL Offer Shares after the completion of the compulsory acquisition which is currently expected to be in around early August 2016. The consideration payable for the Remaining Offer Shares will be the same as the Share Offer Price of HK\$7.80 per Offer Share.

SUSPENSION OF TRADING AND WITHDRAWAL OF LISTING

Trading in the NWCL Shares on the Stock Exchange is expected to be suspended from 9:00 a.m. on Wednesday, 6 April 2016 up to the date of withdrawal of listing of the NWCL Shares from the Stock Exchange.

INTRODUCTION

Reference is made to (i) the announcement dated 6 January 2016 jointly issued by New World Development Company Limited (新世界發展有限公司) (“NWD”), Easywin Enterprises Corporation Limited (義榮企業有限公司) (the “Offeror”) and New World China Land Limited (“NWCL”) in respect of, among other things, the voluntary conditional cash offers by The Hongkong and Shanghai Banking Corporation Limited on behalf of the Offeror, a wholly owned subsidiary of NWD, to acquire all the issued shares of NWCL (other than those already held by the Offeror and NWD) and to cancel all the outstanding NWCL Options; (ii) the composite offer and response document dated 27 February 2016 jointly issued by NWD, the Offeror and NWCL (the “Composite Document”); and (iii) the announcement dated 21 March 2016 jointly issued by NWD,

the Offeror and NWCL in respect of, among other things, the results of the Offers and the Offers being declared unconditional in all respects on the first Closing Date (the “**First Closing Announcement**”).

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document and all references to times and dates contained in this announcement are to Hong Kong times and dates.

REMINDER OF CLOSE OF THE OFFERS

As disclosed in the First Closing Announcement, the Offers became unconditional in all respects on 21 March 2016 and pursuant to Rule 15.3 of the Takeovers Code, the Offers will remain open for acceptance until 4:00 p.m. on Tuesday, 5 April 2016 (being the “**Final Closing Date**”).

NWD and the Offeror would like to remind NWCL Offer Shareholders that the latest time and date for acceptance of the Offers is 4:00 p.m. on Tuesday, 5 April 2016 (being the Final Closing Date). The Offeror does not intend to further extend the Offers. The Share Offer Price will not be increased and the Offeror does not reserve the right to do so.

COMPULSORY ACQUISITION

As disclosed in the First Closing Announcement, as the Offeror has received valid acceptances in respect of not less than 90% of the Offer Shares and not less than 90% of the Disinterested NWCL Shares within the Offer Period, the Offeror will privatise NWCL by exercising its rights to compulsorily acquire those Offer Shares not acquired by the Offeror under the Share Offer (the “**Remaining Offer Shares**”) after the Final Closing Date.

Pursuant to section 88 of the Cayman Islands Companies Law, the process of compulsory acquisition may only commence four months after the date of the Composite Document. Accordingly, the Offeror will issue notices in relation to the compulsory acquisition of the Remaining Offer Shares pursuant to section 88 of the Cayman Islands Companies Law (the “**Compulsory Acquisition Notices**”) to the NWCL Offer Shareholders holding the Remaining Offer Shares on or around 28 June 2016. Once the Compulsory Acquisition Notices are despatched, the Offeror will be entitled and bound to acquire the Remaining Offer Shares on the same terms as the Share Offer (i.e. at the same Share Offer Price of HK\$7.80 per Offer Share) on the expiration of one month from the date on which the Compulsory Acquisition Notices are given, unless the Grand Court of the Cayman Islands makes an order to the contrary upon the application of any dissenting NWCL Offer Shareholders holding Remaining Offer Shares.

A further announcement will be made on or around 28 June 2016 to inform the NWCL Offer Shareholders on the despatch of the Compulsory Acquisition Notices and the details of the compulsory acquisition.

NWCL Offer Shareholders whose Remaining Offer Shares are to be acquired by compulsory acquisition should note that they will not receive the consideration (less seller’s ad valorem stamp duty) for the Remaining Offer Shares until after the completion of the compulsory acquisition which is currently expected to be in around early August 2016. The consideration (less seller’s ad valorem stamp duty) for the Remaining Offer Shares will be required to be paid by the Offeror to NWCL (rather than directly to those NWCL Offer Shareholders) which will, as required under the Cayman

Islands Companies Law, hold the consideration (less seller's ad valorem stamp duty) in a separate bank account on trust for those NWCL Offer Shareholders holding the Remaining Offer Shares. This may result in a further delay in settlement.

NWCL Offer Shareholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. If they are in doubt as to their rights and obligations under the Cayman Islands Companies Law in respect of the compulsory acquisition of the Remaining Offer Shares, they should consult a solicitor or other professional adviser qualified to advise on matters of Cayman Islands law.

TIMING OF PAYMENT OF CONSIDERATION

Cheques for the consideration (less seller's ad valorem stamp duty) payable in respect of the NWCL Offer Shares validly tendered for acceptance after 4:00 p.m. on 21 March 2016 (being the first Closing Date) and by 4:00 p.m. on the Final Closing Date will be despatched within seven (7) Business Days following the date of receipt of the valid acceptance.

NWCL Offer Shareholders are reminded that if their NWCL Offer Shares are not tendered for acceptance by 4:00 p.m. on Tuesday, 5 April 2016, they will only receive the consideration (less seller's ad valorem stamp duty) for the NWCL Offer Shares after the completion of the compulsory acquisition which is currently expected to be in around early August 2016. The consideration payable for the Remaining Offer Shares will be the same as the Share Offer Price of HK\$7.80 per Offer Share.

SUSPENSION OF TRADING AND WITHDRAWAL OF LISTING

NWCL will apply to the Stock Exchange for the suspension of trading in the NWCL Shares on the Stock Exchange with effect from 9:00 a.m. on Wednesday, 6 April 2016 up to the date of withdrawal of the listing of the NWCL Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. The last day of trading of the NWCL Shares on the Stock Exchange will be Tuesday, 5 April 2016.

An application will be made to the Stock Exchange for the withdrawal of the listing of the NWCL Shares from the Stock Exchange following the completion of the compulsory acquisition, which is currently expected to be in around early August 2016, pursuant to Rule 6.15 of the Listing Rules.

Trading in the NWCL Shares on the Stock Exchange is expected to be suspended from 9:00 a.m. on Wednesday, 6 April 2016 up to the date of withdrawal of listing of the NWCL Shares from the Stock Exchange.

Notice to NWCL Offer Shareholders and NWCL Optionholders in the US: The Offers are being made for the securities of a Cayman Islands company and are subject to Hong Kong disclosure and procedural requirements, which are different from those of the US. The financial information included in the Composite Document mentioned in this announcement has been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. The Offers will be made

in the US pursuant to exemptions from some of the applicable US tender offer rules and otherwise in accordance with the requirements of the SFO. Accordingly, the Offers will be subject to disclosure and other procedural requirements of Hong Kong, including with respect to withdrawal rights, the offer timetable, settlement procedures and the timing of payments that are different from those applicable under US domestic tender offer procedures and law.

By order of the board of directors of
**New World Development Company
Limited**
(新世界發展有限公司)
Dr. Cheng Kar-Shun, Henry
Chairman

By order of the board of directors of
New World China Land Limited
Dr. Cheng Kar-Shun, Henry
Chairman and Managing Director

By order of the board of directors of
Easywin Enterprises Corporation Limited
(義榮企業有限公司)
Dr. Cheng Kar-Shun, Henry
Director

Hong Kong, 31 March 2016

As at the date hereof, the Offeror Board comprises Dr. Cheng Kar-Shun, Henry, Mr. Chen Guanzhan and Mr. Au Tak-Cheong.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the NWCL Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the NWCL Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date hereof, the NWD Board comprises (a) seven executive directors, namely Dr. Cheng Kar-Shun, Henry, Dr. Cheng Chi-Kong, Adrian, Mr. Chen Guanzhan, Ms. Ki Man-Fung, Leonie, Mr. Cheng Chi-Heng, Ms. Cheng Chi-Man, Sonia and Mr. Au Tak-Cheong; (b) two non-executive directors, namely Mr. Doo Wai-Hoi, William and Mr. Cheng Kar-Shing, Peter; and (c) five independent non-executive directors, namely Mr. Yeung Ping-Leung, Howard, Mr. Cha Mou-Sing, Payson (alternate director to Mr. Cha Mou-Sing, Payson: Mr. Cha Mou-Zing, Victor), Mr. Ho Hau-Hay, Hamilton, Mr. Lee Luen-Wai, John and Mr. Liang Cheung-Biu, Thomas.

The directors of NWD jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the NWCL Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the NWCL Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date hereof, the NWCL Board comprises (a) seven executive directors, namely Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kar-Shing, Peter, Dr. Cheng Chi-Kong, Adrian, Ms. Cheng Chi-Man, Sonia, Mr. Cheng Chi-Him, Conrad, Mr. Fong Shing-Kwong, Michael and Ms. Ngan Man-Ying, Lynda; and (b) four independent non-executive directors, namely Dr. Cheng Wai-Chee, Christopher, Hon. Tien Pei-Chun, James, Mr. Lee Luen-Wai, John and Mr. Ip Yuk-Keung, Albert.

The NWCL Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the NWCL Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the NWCL Group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.