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If you are in any doubt about any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **New World China Land Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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New World China Land Limited
新世界中國地產有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 917)

**MAJOR TRANSACTION
IN RELATION TO THE DISPOSALS
AND
NOTICE OF EGM**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 7 to 19 of this circular.

A notice convening the EGM to be held at Meeting Room N201 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong, at 12:15 p.m. on Wednesday, 17 February 2016 is set out on pages 58 to 60 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

19 January 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“affiliates”	a party is an affiliate of another party if it has the ability to control, jointly control or exercise significant influence over the other party in making financial or operation decisions. Parties are also considered to be affiliates if they are subject to common control, joint control or significant influence
“Announcement”	the joint announcement of the Company and NWD dated 29 December 2015 in relation to the Disposals
“Board”	the board of Directors
“Chengdu Completion”	the completion of the sale and purchase of the Chengdu Sale Share and the Chengdu Subject Loan
“Chengdu Completion Date”	18 February 2016 (or such other date as shall be agreed between the Vendor and the Purchaser)
“Chengdu Conditions Precedent”	the conditions precedent for the Chengdu Disposal specified in the Chengdu SP Agreement
“Chengdu Consideration”	the aggregate consideration for the Chengdu Sale Share and the Chengdu Subject Loan
“Chengdu Disposal”	the disposal of the Chengdu Sale Share and Chengdu Subject Loan by the Vendor to the Purchaser pursuant to the terms and conditions of the Chengdu SP Agreement
“Chengdu Longstop Date”	two months from the date of the Chengdu SP Agreement, ending on 29 February 2016
“Chengdu Project”	the Chengdu New World Riverside project (成都河畔新世界項目) developed by Chengdu Xinyi, further details of which are set out under “Information on the Parties” in the “Letter from the Board” of this circular
“Chengdu Sale Share”	the one ordinary share in the share capital of Chengdu Target, representing the entire issued share capital of Chengdu Target
“Chengdu SP Agreement”	the sale and purchase agreement dated 29 December 2015 entered into between the Purchaser and the Vendor in relation to the Chengdu Disposal

DEFINITIONS

“Chengdu Subject Loan”	the amount of approximately HK\$1,427.2 million repayable by the Chengdu Target to the Vendor and its affiliates as at the date of the Chengdu SP Agreement and the Chengdu Completion Date
“Chengdu Target”	Rise Eagle Worldwide Limited (振鷹環球有限公司), a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of the Vendor as at the date of the Chengdu SP Agreement
“Chengdu Target Group”	the Chengdu Target and Chengdu Xinyi
“Chengdu Xinyi”	Chengdu Xinyi Real Estate Development Co., Ltd. (成都心怡房地產開發有限公司), an equity joint venture enterprise established under the laws of the PRC which was held as to 60% by the Chengdu Target as at the date of the Chengdu SP Agreement
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Company”	New World China Land Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 917)
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Consideration Adjustment”	adjustment which may have to be made to the Guiyang Consideration or (as the case may be) the Chengdu Consideration in accordance with the increase or decrease in the attributable net assets value of the Guiyang Target Group or (as the case may be) the Chengdu Target Group, respectively, as at the Guiyang Completion Date and the Chengdu Completion Date, respectively, as compared with the attributable net assets value as at 30 November 2015
“Director(s)”	the director(s) of the Company
“Disposals”	all or any of the Guiyang Disposal and the Chengdu Disposal, as the case may be
“EGM”	the extraordinary general meeting of the Company convened to be held on Wednesday, 17 February 2016 at 12:15 p.m., the notice of which is set out on pages 58 to 60 of this circular

DEFINITIONS

“Evergrande”	Evergrande Real Estate Group Limited (Stock Code: 3333), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange, being the ultimate holding company of the Purchaser
“Exchange Rate”	the mid-point rate of exchange for RMB into HKD as quoted by Bank of China (Hong Kong) Limited on the day immediately preceding the relevant date of payment
“Group”	the Company and its subsidiaries from time to time
“Guiyang Completion”	the completion of the sale and purchase of the Guiyang Sale Shares and the Guiyang Subject Loan
“Guiyang Completion Date”	18 February 2016 (or such other date as shall be agreed between the Vendor and the Purchaser)
“Guiyang Conditions Precedent”	the conditions precedent for the Guiyang Disposal specified in the Guiyang SP Agreement
“Guiyang Consideration”	the aggregate consideration for the Guiyang Sale Shares and the Guiyang Subject Loan
“Guiyang Disposal”	the disposal of the Guiyang Sale Shares and the Guiyang Subject Loan by the Vendor to the Purchaser pursuant to the terms and conditions of the Guiyang SP Agreement
“Guiyang Longstop Date”	two months from the date of the Guiyang SP Agreement, ending on 29 February 2016
“Guiyang Project”	the Guiyang Jinyang Sunny Town project (貴陽金陽新世界項目) developed by the Guiyang Target Group, further details of which are set out under “Information on the Parties” in the “Letter from the Board” of this circular
“Guiyang Sale Shares”	the 10,000 ordinary shares in the share capital of Guiyang Target, representing the entire issued share capital of Guiyang Target
“Guiyang SP Agreement”	the sale and purchase agreement dated 29 December 2015 entered into between the Purchaser and the Vendor in relation to the Guiyang Disposal

DEFINITIONS

“Guiyang Subject Loan”	the amount of approximately HK\$3,713.2 million repayable by the Guiyang Target to the Vendor and its affiliates as at the date of the Guiyang SP Agreement and the Guiyang Completion Date
“Guiyang Target”	Triumph Hero International Limited (勝雄國際有限公司), a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of the Vendor as at the date of the Guiyang SP Agreement
“Guiyang Target Group”	the Guiyang Target, its subsidiaries and joint venture
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	a third party independent of and not connected with the Company and its connected persons
“Knight Frank”	Knight Frank Petty Limited, a firm of qualified valuer, and an independent third party
“Latest Practicable Date”	14 January 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NWD”	New World Development Company Limited (新世界發展有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 17), and the holding company of the Company
“NWD EGM”	the extraordinary general meeting of NWD convened to be held on Wednesday, 17 February 2016 at 11:30 a.m.
“NWD Group”	NWD and its subsidiaries from time to time
“NWD Shareholders”	the registered holders of ordinary shares in the issued share capital of NWD with no par value

DEFINITIONS

“NWDS”	New World Department Store China Limited, a non-wholly owned subsidiary of NWD and the shares of which are currently listed on the Main Board of the Stock Exchange (stock code: 825)
“NWS”	NWS Holdings Limited, a non-wholly owned subsidiary of NWD and the shares of which are currently listed on the Main Board of the Stock Exchange (stock code: 659)
“Participation Agreement”	the participation agreement dated 11 September 2006 entered into between the Company, Solar Leader Limited (a wholly-owned subsidiary of NWD) and NWD in respect of Solar Leader Limited’s 50% participating interest in the Group’s interest in certain projects (including the Guiyang Project and the Chengdu Project), details of which are set out in the announcement of the Company dated 11 September 2006 and in the circular of the Company dated 29 September 2006
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Announcement”	the joint announcement of the Company and NWD dated 2 December 2015 in relation to the Previous Disposals
“Previous Disposals”	the disposals set out in the Previous Announcement and in the circular of the Company dated 23 December 2015 relating to the disposals of the Group’s interests in the property projects in Wuhan, Huiyang and Haikou, the PRC
“Previous Sale and Purchase Agreements”	the sale and purchase agreements dated 2 December 2015 in relation to the Previous Disposals
“Purchaser”	Shengyu (BVI) Limited, a company incorporated in British Virgin Islands with limited liability, which is an indirect wholly-owned subsidiary of Evergrande
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreements”	the Guiyang SP Agreement and the Chengdu SP Agreement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Shares”	ordinary shares of HK\$0.10 each in the issued share capital of the Company
“Shareholders”	the registered holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Targets”	the Guiyang Target and the Chengdu Target
“Vendor”	New World Development (China) Limited (新世界發展 (中國) 有限公司), a company incorporated in Hong Kong with limited liability, which holds the entire issued share capital of the Guiyang Target and the Chengdu Target as at the date of the Sale and Purchase Agreements, and a wholly-owned subsidiary of the Company
“sq m”	square metres
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

For the purpose of this circular, the following exchange rates have been used: (i) as of 30 June 2014: HK\$1.00 equivalent to RMB0.79; (ii) as of 30 June 2015: HK\$1.00 equivalent to RMB0.8; and (iii) as of the Latest Practicable Date: HK\$1.00 equivalent to RMB0.835. Such exchange rates have been used, where applicable, for illustration only and do not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

This circular has been printed in English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

LETTER FROM THE BOARD



New World China Land Limited 新世界中國地產有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 917)

Executive Directors:

Dr. Cheng Kar-Shun, Henry *GBS*
(Chairman and Managing Director)
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
Mr. Ngan Man-Ying, Lynda

Independent non-executive Directors:

Dr. Cheng Wai-Chee, Christopher *GBS OBE JP*
Hon. Tien Pei-Chun, James *GBS JP*
Mr. Lee Luen-Wai, John *BBS JP*
Mr. Ip Yuk-Keung, Albert

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Principal place of business
in Hong Kong:*

9th Floor, New World Tower 1
18 Queen's Road Central
Hong Kong

19 January 2016

*To the Shareholders and for information purposes only,
the holders of the outstanding options of the Company*

Dear Sir or Madam,

MAJOR TRANSACTION IN RELATION TO THE DISPOSALS

INTRODUCTION

Reference is made to the Announcement.

On 29 December 2015, the Vendor (a direct wholly-owned subsidiary of the Company and an indirect non-wholly owned subsidiary of NWD) entered into the Guiyang SP Agreement in respect of the Guiyang Disposal and the Chengdu SP Agreement in respect of the Chengdu Disposal with the Purchaser. The Purchaser is an indirect wholly-owned subsidiary of Evergrande.

The Disposals constitute a major transaction for each of the Company and NWD that is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. Completion of each of the Disposals will be subject to, among other matters,

LETTER FROM THE BOARD

approval by the Shareholders to be sought at the EGM and the approval by the NWD Shareholders to be sought at the NWD EGM.

The purpose of this circular is to provide you with, among other things: (i) further information regarding the Disposals; (ii) other information as required by the Listing Rules; and (iii) the notice of the EGM.

THE DISPOSALS

The Guiyang SP Agreement

Date

29 December 2015

Parties

- (a) New World Development (China) Limited, as the Vendor; and
- (b) Shengyu (BVI) Limited, as the Purchaser.

Assets to be disposed of

The Guiyang Sale Shares and the Guiyang Subject Loan shall be transferred to the Purchaser together with all rights and benefits accrued thereto as at the Guiyang Completion Date.

Guiyang Consideration

The Guiyang Consideration amounts to RMB5,300 million (equivalent to approximately HK\$6,347.3 million) (subject to Consideration Adjustment) and has been or (as the case may be) shall be paid by the Purchaser to the Vendor in cash in the following manner:

- (a) RMB1,100 million has been settled in its equivalent HKD amount on 6 January 2016 in the amount of approximately HK\$1,283.5 million as deposit and part payment of the Guiyang Consideration; and
- (b) RMB4,200 million is payable on Guiyang Completion Date (or any other date as may be agreed by the Vendor and the Purchaser in writing) as balance of the Guiyang Consideration.

Save as may be agreed between the Purchaser and the Vendor to effect the payment of any part of the Guiyang Consideration in the PRC in RMB, the payment of the Guiyang Consideration shall be made in Hong Kong in RMB or its equivalent amount in HKD determined based on the Exchange Rate.

LETTER FROM THE BOARD

If the Purchaser fails to pay the Guiyang Consideration in the manner as required under the Guiyang SP Agreement, it shall pay the Vendor an overdue charge on the relevant overdue amount of the Guiyang Consideration calculated at a rate of 30% per annum (determined based on commercial negotiation between the parties with emphasis on the deterrent effect of a high default rate) accrued on a daily basis, unless and until the relevant overdue amount of the Guiyang Consideration has been fully paid.

Basis of the Guiyang Consideration

The Guiyang Consideration was arrived at after arm's length negotiations between the Purchaser and the Vendor by reference to (i) the property valuation of the Guiyang Project amounting to approximately RMB7,112.8 million as at 30 June 2015 performed by Knight Frank; (ii) improvement in market conditions during the period from July to November 2015; and (iii) underlying net liabilities value (other than its properties) of the Guiyang Target Group amounting to approximately RMB2,143.7 million as at 30 November 2015. The Guiyang Consideration represented a premium of approximately 49% over the consolidated net assets value of the Guiyang Target Group as at 30 June 2015.

Guiyang Conditions Precedent

The Guiyang Completion is subject to the following Guiyang Conditions Precedent being fulfilled and/or waived (as the case may be):

- (a) the respective board of directors of the Vendor, the Company and NWD having approved the Guiyang SP Agreement and the transactions contemplated thereunder. If required by the Listing Rules or the Stock Exchange, the Company and/or NWD shall, pursuant to the Listing Rules, pass all necessary shareholder's resolutions (in the form of written approval from shareholders or by passing an ordinary resolution at a general meeting (if such written approval is not obtained)) to approve the Guiyang SP Agreement and the transactions contemplated thereunder, comply with the relevant announcement requirements under the Listing Rules, and obtain all other necessary approvals or waivers as required (if applicable);
- (b) the Vendor shall obtain all necessary approvals required to be obtained from third parties (including the consent of certain lender banks of the Guiyang Target Group) in relation to the transactions contemplated under the Guiyang SP Agreement (if necessary);
- (c) the respective board of directors of the Purchaser and Evergrande having approved the Guiyang SP Agreement and the transactions contemplated thereunder. If required by the Listing Rules or the Stock Exchange, the ultimate holding company of the Purchaser, i.e. Evergrande, shall, pursuant to the Listing Rules, pass all necessary shareholder's resolutions (in the form of written approval from shareholders or by passing an ordinary resolution at a general meeting (if such written approval is not obtained)) to approve the

LETTER FROM THE BOARD

Guiyang SP Agreement and the transactions contemplated thereunder, comply with the relevant announcement requirements under the Listing Rules, and obtain all other necessary approvals or waivers as required (if applicable); and

- (d) the Purchaser shall obtain all necessary approvals required to be obtained from third parties in relation to the transaction contemplated under the Guiyang SP Agreement (if necessary).

The Vendor shall use its best endeavours to procure that paragraphs (a) and (b) of the Guiyang Conditions Precedent above are fulfilled, while the Purchaser shall use its best endeavours to procure that paragraphs (c) and (d) of the Guiyang Conditions Precedent above are fulfilled. The Purchaser may waive paragraph (b) of the Guiyang Conditions Precedent above and the Vendor may waive paragraph (d) of the Guiyang Conditions Precedent above, by written notice to the other party at any time before the Guiyang Completion.

If any of the Guiyang Conditions Precedent is not fulfilled or (where applicable) waived on or before the Guiyang Completion Date, the Vendor and the Purchaser may extend the Guiyang Completion Date to the first business day immediately after the date on which the Guiyang Conditions Precedent are fulfilled or (where applicable) waived, but in any event shall not be later than the Guiyang Longstop Date.

If any of the Guiyang Conditions Precedent is not fulfilled or (where applicable) waived on or before the Guiyang Longstop Date, Guiyang SP Agreement shall forthwith cease and terminate and neither the Vendor nor the Purchaser shall have any claim against the other, save as to any antecedent breach.

Termination

The Guiyang SP Agreement shall be terminated under the following circumstances:

- (a) the performance of the Guiyang SP Agreement having been completed;
- (b) if required under applicable law;
- (c) the Guiyang SP Agreement not being capable of performance for more than three months as a result of a force majeure event and the Vendor and the Purchaser having agreed in writing to terminate the Guiyang SP Agreement; or
- (d) the Guiyang Conditions Precedent not having been fulfilled or (where applicable) waived on or before the Guiyang Longstop Date.

Guiyang Completion

The Guiyang Completion shall take place on Guiyang Completion Date. Upon the Guiyang Completion, the Guiyang Target, its subsidiaries and joint venture will cease to be subsidiaries and joint venture of the Vendor.

LETTER FROM THE BOARD

Participation Agreement

Pursuant to the Participation Agreement entered into in 2006, Solar Leader Limited, a wholly-owned subsidiary of NWD, has taken up a participating interest representing 50% of the total interest held by the Group in the Guiyang Project.

Prior to the Guiyang Completion, given (a) the Group holds 100% equity interest in the Guiyang Target which, in turn and through its subsidiaries, holds 100% interest in the Guiyang Project, (b) Solar Leader Limited has a participating interest representing 50% of the Group's total interest in the Guiyang Project pursuant to the Participation Agreement, the Company has in effect 50% attributable interest in the Guiyang Project.

Given that NWD has approximately 69.56% attributable interest in the Company as at the Latest Practicable Date and 100% interest in Solar Leader Limited, NWD has (a) an indirect attributable interest of approximately 34.78% in the Guiyang Target Group through the Company; and (b) participating interest of 50% in the Guiyang Target Group through Solar Leader Limited, therefore, NWD has in aggregate approximately 84.78% attributable interest in the Guiyang Project as at the Latest Practicable Date.

After the Guiyang Completion, each of the Company and NWD will cease to have any interest in the Guiyang Project.

FINANCIAL EFFECT OF THE GUIYANG DISPOSAL

After the Guiyang Completion, the Guiyang Target and other members of the Guiyang Target Group will cease to be subsidiaries and joint venture of the Company and their financial results, assets and liabilities will no longer be included in the consolidated financial statements of the Group.

The estimated indicative net gain arising from the Guiyang Disposal is expected to be approximately HK\$843.1 million for the Company, and such gain represents 50% of the entire gain from the Guiyang Disposal which has been determined by reference to the difference between the Guiyang Consideration and the consolidated net assets value of the Guiyang Target Group amounting to approximately HK\$4,273.7 million as at 30 June 2015 (as included in the audited consolidated financial statements of the Company for the year ended 30 June 2015) and taking into account the estimated tax payable, being calculated at a rate of 10% on the difference between the Guiyang Consideration and the Group's cost of investment in the Guiyang Target in accordance with the relevant tax laws in the PRC. The consolidated net assets value of the Group is expected to increase accordingly. The actual gain to be recorded by the Company can only be ascertained when the attributable consolidated net assets value of the Guiyang Target Group and the incidental transaction costs are determined upon the Guiyang Completion.

LETTER FROM THE BOARD

The Chengdu SP Agreement

Date

29 December 2015

Parties

- (a) New World Development (China) Limited, as the Vendor; and
- (b) Shengyu (BVI) Limited, as the Purchaser.

Assets to be disposed of

The Chengdu Sale Share and the Chengdu Subject Loan shall be transferred to the Purchaser together with all rights and benefits accrued thereto as at the Chengdu Completion Date.

Chengdu Consideration

The Chengdu Consideration amounts to RMB2,000 million (equivalent to approximately HK\$2,395.2 million) (subject to Consideration Adjustment) and has been or (as the case may be) shall be paid by the Purchaser to the Vendor in cash in the following manner:

- (a) RMB400 million has been settled in its equivalent HKD amount on 6 January 2016 in the amount of approximately HK\$466.7 million as deposit and part payment of the Chengdu Consideration; and
- (b) RMB1,600 million is payable on Chengdu Completion Date (or any other date as may be agreed by the Vendor and the Purchaser in writing) as balance of the Chengdu Consideration.

Save as may be agreed between the Purchaser and the Vendor to effect the payment of any part of the Chengdu Consideration in the PRC in RMB, the payment of the Chengdu Consideration shall be made in Hong Kong in RMB or its equivalent amount in HKD determined based on the Exchange Rate.

If the Purchaser fails to pay the Chengdu Consideration in the manner as required under the Chengdu SP Agreement, it shall pay the Vendor an overdue charge on the relevant overdue amount of the Chengdu Consideration calculated at a rate of 30% per annum (determined based on commercial negotiation between the parties with emphasis on the deterrent effect of a high default rate) accrued on a daily basis, unless and until the relevant overdue amount of the Chengdu Consideration has been fully paid.

LETTER FROM THE BOARD

Basis of the Chengdu Consideration

The Chengdu Consideration was arrived at after arm's length negotiations between the Purchaser and the Vendor by reference to (i) the attributable property valuation of the Chengdu Project amounting to approximately RMB2,147.6 million as at 30 June 2015 performed by Knight Frank; (ii) improvement in market conditions during the period from July to November 2015; and (iii) underlying attributable net liabilities value (other than its properties) of the Chengdu Target Group amounting to approximately RMB359.6 million as at 30 November 2015. The Chengdu Consideration represented a premium of approximately 10% over the consolidated attributable net assets value of the Chengdu Target Group as at 30 June 2015.

Chengdu Conditions Precedent

The Chengdu Completion is subject to the following Chengdu Conditions Precedent being fulfilled and/or waived (as the case may be):

- (a) the respective board of directors of the Vendor, the Company and NWD having approved the Chengdu SP Agreement and the transactions contemplated thereunder. If required by the Listing Rules or the Stock Exchange, the Company and/or NWD shall, pursuant to the Listing Rules, pass all necessary shareholder's resolutions (in the form of written approval from shareholders or by passing an ordinary resolution at a general meeting (if such written approval is not obtained)) to approve the Chengdu SP Agreement and the transactions contemplated thereunder, comply with the relevant announcement requirements under the Listing Rules, and obtain all other necessary approvals or waivers as required (if applicable);
- (b) the Vendor shall obtain all necessary approvals required to be obtained from third parties (including the consent of certain lender banks of the Chengdu Target Group) in relation to the transactions contemplated under the Chengdu SP Agreement (if necessary);
- (c) the respective board of directors of the Purchaser and Evergrande having approved the Chengdu SP Agreement and the transactions contemplated thereunder. If required by the Listing Rules or the Stock Exchange, the ultimate holding company of the Purchaser, i.e. Evergrande, shall, pursuant to the Listing Rules, pass all necessary shareholder's resolutions (in the form of written approval from shareholders or by passing an ordinary resolution at a general meeting (if such written approval is not obtained)) to approve the Chengdu SP Agreement and the transactions contemplated thereunder, comply with the relevant announcement requirements under the Listing Rules, and obtain all other necessary approvals or waivers as required (if applicable); and
- (d) the Purchaser shall obtain all necessary approvals required to be obtained from third parties in relation to the transaction contemplated under the Chengdu SP Agreement (if necessary).

LETTER FROM THE BOARD

The Vendor shall use its best endeavours to procure that paragraphs (a) and (b) of the Chengdu Conditions Precedent above are fulfilled, while the Purchaser shall use its best endeavours to procure that paragraphs (c) and (d) of the Chengdu Conditions Precedent above are fulfilled. The Purchaser may waive paragraph (b) of the Chengdu Conditions Precedent above and the Vendor may waive paragraph (d) of the Chengdu Conditions Precedent above, by written notice to the other party at any time before the Chengdu Completion.

If any of the Chengdu Conditions Precedent is not fulfilled or (where applicable) waived on or before the Chengdu Completion Date, the Vendor and the Purchaser may extend the Chengdu Completion Date to the first business day immediately after the date on which the Chengdu Conditions Precedent are fulfilled or (where applicable) waived, but in any event shall not be later than the Chengdu Longstop Date.

If any of the Chengdu Conditions Precedent is not fulfilled or (where applicable) waived on or before the Chengdu Longstop Date, the Chengdu SP Agreement shall forthwith cease and terminate and neither the Vendor nor the Purchaser shall have any claim against the other, save as to any antecedent breach.

Termination

The Chengdu SP Agreement shall be terminated under the following circumstances:

- (a) the performance of the Chengdu SP Agreement having been completed;
- (b) if required under applicable law;
- (c) the Chengdu SP Agreement not being capable of performance for more than three months as a result of a force majeure event and the Vendor and the Purchaser having agreed in writing to terminate the Chengdu SP Agreement; or
- (d) the Chengdu Conditions Precedent not having been fulfilled or (where applicable) waived on or before the Chengdu Longstop Date.

Chengdu Completion

The Chengdu Completion shall take place on Chengdu Completion Date. Upon the Chengdu Completion, the Chengdu Target and Chengdu Xinyi will cease to be subsidiaries of the Vendor.

Participation Agreement

Pursuant to the Participation Agreement entered into in 2006, Solar Leader Limited, a wholly-owned subsidiary of NWD, has taken up a participating interest representing 50% of the total interest held by the Group in the Chengdu Project.

LETTER FROM THE BOARD

Prior to the Chengdu Completion, given (a) the Group holds 100% equity interest in the Chengdu Target, which in turn holds 60% equity interest in Chengdu Xinyi, (b) Chengdu Xinyi is the direct holding entity of 100% interest in the Chengdu Project, and (c) Solar Leader Limited has a participating interest representing 50% of the Group's total interest in the Chengdu Project pursuant to the Participation Agreement, the Company has in effect 30% attributable interest in the Chengdu Project.

Given that NWD has approximately 69.56% attributable interest in the Company as at the Latest Practicable Date and 100% interest in Solar Leader Limited, NWD has (a) an indirect attributable interest of 20.87% in the Chengdu Target Group through the Company; and (b) participating interest of 30% in the Chengdu Target Group through Solar Leader Limited, therefore, NWD has in aggregate approximately 50.87% attributable interest in the Chengdu Project as at the Latest Practicable Date.

After the Chengdu Completion, each of the Company and NWD will cease to have any interest in the Chengdu Project.

FINANCIAL EFFECT OF THE CHENGDU DISPOSAL

After the Chengdu Completion, the Chengdu Target and Chengdu Xinyi will cease to be subsidiaries of the Company and their financial results, assets and liabilities will no longer be included in the consolidated financial statements of the Group.

The estimated indicative net gain arising from the Chengdu Disposal is expected to be approximately HK\$21.76 million for the Company, and such gain represents 50% of the entire gain from the Chengdu Disposal which has been determined by reference to the difference between the Chengdu Consideration and the consolidated net assets value of the Chengdu Target Group amounting to approximately HK\$2,168.1 million as at 30 June 2015 (as included in the audited consolidated financial statements of the Company for the year ended 30 June 2015) and taking into account the estimated tax payable, being calculated at 10% on the difference between the Chengdu Consideration and the Group's cost of investment in the Chengdu Target in accordance with the relevant tax laws in the PRC. The consolidated net assets value of the Group is expected to increase accordingly. The actual gain to be recorded by the Company can only be ascertained when the attributable consolidated net assets value of the Chengdu Target Group and the incidental transaction costs are determined upon the Chengdu Completion.

REASONS FOR AND BENEFITS OF THE DISPOSALS AND USE OF PROCEEDS

The Disposals enable the Group to realise cash resources and unlock the value in its investment in the property projects held by the Guiyang Target Group and the Chengdu Target Group with faster churn. The Disposals also signify the Group's strategy of optimising its project development and investment portfolio by scaling down certain investment in second and third-tier cities and projects with lower gross profit margin and by focusing more resources in first-tier and 1.5-tier cities and mid-sized property projects. The net proceeds to be received by the Vendor from

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the Disposals will be applied towards the working capital and investment requirements of the Group as appropriate. As at the Latest Practicable Date, there was no negotiation for potential acquisition or investment by the Group in relation to the use of net proceeds from the Disposals.

The Directors (including the independent non-executive Directors) believe that the terms of the Guiyang SP Agreement and the Chengdu SP Agreement have been negotiated on an arm's length basis and on normal commercial terms and are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Purchaser

To the best knowledge of the Directors, the Purchaser is an investment company incorporated in the British Virgin Islands and is indirectly wholly-owned by Evergrande. Evergrande is principally engaged in the development of large scale residential properties and integrated commercial properties in the PRC.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner, i.e. Evergrande, are independent of and not connected with the Company or its connected persons.

The Vendor

The Vendor is a company incorporated in Hong Kong and is principally engaged in investment holding. It is a direct wholly-owned subsidiary of the Company.

The Group is principally engaged in property development, property investment as well as rental and hotel operation in the PRC.

The Guiyang Target

The Guiyang Target is a company incorporated in the British Virgin Islands. The Guiyang Target is an investment holding company and through its subsidiaries holds 100% interests in the Guiyang Project. The Guiyang Project is located in Jinyang New District, Guiyang, the PRC with a total site area of approximately 2,152,684 sq m for residential, office, commercial and public amenities development. The total developable gross floor area of the Guiyang Project is approximately 4,067,727 sq m, of which construction of approximately 933,658 sq m had been completed, approximately 715,135 sq m was under construction, and the remaining of approximately 2,418,934 sq m was not yet developed as at 30 October 2015.

As at 30 June 2015, the unaudited consolidated total net assets of the Guiyang Target Group was approximately HK\$4,273.7 million. The consolidated profit before and after tax of the Guiyang Target Group included in the audited consolidated financial statements of the Company for the financial year ended 30 June 2014 was approximately HK\$9.5 million and HK\$3.2 million,

LETTER FROM THE BOARD

respectively and the consolidated loss before and after tax of the Guiyang Target Group included in the audited consolidated financial statements of the Company for the financial year ended 30 June 2015 was approximately HK\$72.0 million and HK\$115.7 million, respectively.

The Chengdu Target

The Chengdu Target is a company incorporated in the British Virgin Islands and is principally engaged in the holding of 60% equity interest in Chengdu Xinyi, a joint venture enterprise incorporated in the PRC. The remaining 40% equity interest in Chengdu Xinyi is held by two joint venture partners, each an independent third party save and except for their respective interests in Chengdu Xinyi. The principal business of Chengdu Xinyi is the development of the Chengdu Project located in Shuangliu County, Chengdu, the PRC which comprises residential, commercial, hotel and ancillary developments with a total site area of approximately 950,072 sq m. The total developable gross floor area of the Chengdu Project is approximately 3,040,231 sq m, of which construction of approximately 472,837 sq m had been completed, approximately 574,660 sq m was under construction, and approximately 1,992,734 sq m was not yet developed as of 30 November 2015.

As at 30 June 2015, the unaudited consolidated attributable total net assets value of the Chengdu Target Group was approximately HK\$2,168.1 million. The consolidated attributable profit before and after tax of the Chengdu Target Group included in the audited consolidated financial statements of the Company for the financial year ended 30 June 2014 was approximately HK\$104.9 million and HK\$13.2 million, respectively and the consolidated attributable loss before and after tax of the Chengdu Target Group included in the audited consolidated financial statements of the Company for the financial year ended 30 June 2015 was approximately HK\$11.6 million and HK\$24.3 million, respectively.

LISTING RULES IMPLICATIONS

The Vendor is a direct wholly-owned subsidiary of the Company. The Disposals constitute notifiable transactions for the Company.

Given that the Sale and Purchase Agreements and the Previous Sale and Purchase Agreements were entered into by the Vendor with the same party, i.e. the Purchaser, within a 12 month period, the Disposals and the Previous Disposals are required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposals and the Previous Disposals (on an aggregated basis) exceeds 25% but is less than 75% for the Company, the Disposals constitute a major transaction for the Company that is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

LETTER FROM THE BOARD

The Company will convene the EGM to seek for approval from the Shareholders for the Disposals. To the best of the knowledge, information and belief of the Directors, as at the Latest Practicable Date, NWD and its close associates held in aggregate 6,092,601,173 Shares, representing approximately 70.08% of the total issued Shares. As NWD is interested in the Guiyang Project and the Chengdu Project pursuant to the Participation Agreement, NWD and its close associates are required to abstain from voting on the resolutions to be proposed at the EGM for approving the Disposals under the Listing Rules.

THE EGM

A notice convening the EGM to be held at Meeting Room N201 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong, at 12:15 p.m. on Wednesday, 17 February 2016 is set out on pages 58 to 60 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

Each of the resolutions proposed at the EGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the terms of the Guiyang SP Agreement and the Chengdu SP Agreement have been negotiated on an arm's length basis and on normal commercial terms and are fair and reasonable and in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend that all Shareholders should vote in favour of all the resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

The attention of the Shareholders is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

As each of the Guiyang Disposal and the Chengdu Disposal is subject to the fulfillment of various conditions precedent which may or may not be fulfilled, there is no assurance that all or any of the Disposals will be completed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

Yours faithfully,
For and on behalf of
New World China Land Limited
Dr. Cheng Kar-Shun, Henry
Chairman and Managing Director

The following is the text of a letter, summary of values and valuation report prepared for the purpose of incorporation in this circular received from Knight Frank Petty Limited in connection with the market values of the Targets as at 30 November 2015.



Knight Frank Petty Ltd
4/F, Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong
Tel: 2840 1177
Fax: 2840 0600

19 January 2016

Board of Directors of New World China Land Limited
9th Floor
New World Tower I
18 Queen's Road Central
Hong Kong

Dear Sirs

VALUATION OF VARIOUS PROPERTIES IN THE PEOPLE'S REPUBLIC OF CHINA

In accordance with your instructions for us to value various property interests held by New World China Land Limited (the "Company") and/or its subsidiaries, its associated companies and its joint ventures (hereinafter together referred to as the "Group") in the People's Republic of China (the "PRC"), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market values of these property interests as at 30 November 2015 for the purpose of incorporation into the circular issued by the Group.

BASIS OF VALUATION

Our valuation is our opinion of the market value of each of the property which we would define as intended to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

The market value is the best price reasonably obtainable in the market by the seller and the most advantageous price reasonably obtainable in the market by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such

as atypical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of special value. The market value of a property is also estimated without regard to costs of sale and purchase, and without offset for any associated taxes.

VALUATION METHODOLOGIES

In valuing property Nos. 1 and 2, we have valued such property interests with reference to sales evidence as available in the market and where appropriate, on the basis of capitalization of the net income shown on the documents handed to us. We have allowed for outgoings and, in appropriate cases, made provisions for reversionary income potential.

In valuing property No. 3, we have valued the property interest under the basis of on-going concern, and we have adopted income approach by making reference to its historical performance of the past years. During the course of the valuation, we have relied on the gross operating profit generated from the operation during corresponding periods and made reference to the require rate of return of similar form of investment.

In valuing property Nos. 4 and 5, we have valued such property interests on the basis that it will be developed and completed in accordance with the Group's latest development proposals provided to us. We have assumed that approvals for the proposals will be granted without onerous conditions. In arriving at our opinion of value, we have adopted Direct Comparison Approach by making reference to comparable transactions in the locality and have also taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development.

TITLE DOCUMENTS AND ENCUMBRANCES

We have been provided with extracts of documents in relation to the titles to the property interests. However, we have not inspected the original documents to ascertain any amendments which may not appear on the copies handed to us. We have relied on the information provided by the Group and its PRC legal advisor, Jun He Law Office, regarding the titles to the properties.

No allowance has been made in our report for any charges, mortgages or amounts owing on any property interests nor for any expenses or taxation which may be incurred in affecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

SOURCE OF INFORMATION

We have relied to a very considerable extent on the information given by the Group and the legal opinion of the Group's PRC legal adviser. We have no reason to doubt the truth and the accuracy of the information provided by the Group and/or its PRC legal adviser which is material to the valuation. We have accepted advice given by the Group on such matters as planning approvals or statutory notices, tenure, ownership, completion date of the buildings, joint-venture

agreements/contracts, tenancy particulars, development schemes, total and incurred construction costs, floor and site areas and all other relevant matters. Dimension, measurements and areas included in the valuation report attached are based on information provided to us and are therefore only approximations. We have not been able to carry out on-site measurements to verify the correctness of the site and floor areas of the property and we have assumed that the site and the floor areas shown on the documents handed to us are correct. We were also advised by the Group that no material facts have been omitted from the information provided.

INSPECTION AND STRUCTURAL CONDITION

We have inspected the exteriors and, where possible, the interiors of the properties valued and the inspection was carried out by our Ocean Ruan and Peter Liang in December 2015. However, we have not carried out site investigations to determine the suitability of ground conditions and services, etc for any future development. Our valuations are prepared on the assumption that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred during construction period. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defects, we are not, however, able to report that the properties are free from rot, infestation or any other structural defects. No tests were carried out on any of the services.

IDENTITY OF PROPERTY TO BE VALUED

We exercised reasonable care and skill (but will not have an absolute obligation to you) to ensure that the property interests, identified by the property address in your instructions, is the properties inspected by us and contained within our valuation report. If there is ambiguity as to the property address, or the extent of the properties to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our report.

ENVIRONMENTAL ISSUES

We are not environmental specialists and therefore we have not carried out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor have we undertaken searches of public archives to seek evidence of past activities that might identify potential for contamination. In the absence of appropriate investigations and where there is no apparent reason to suspect potential for contamination, our valuation is prepared on the assumption that the properties are unaffected. Where contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the valuation will be qualified.

COMPLIANCE WITH RELEVANT ORDINANCES AND REGULATIONS

We have assumed that the properties had been constructed, occupied and used in full compliance with, and without contravention of any ordinances, statutory requirements and notices except only where otherwise stated. We have further assumed that, for any use of the properties upon which this report is based, any and all required licences, permits, certificates, consents, approvals and authorisations have been obtained, except only where otherwise stated.

REMARKS

In preparing our valuation report, we have complied with the requirements contained within relevant provisions of Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited and The HKIS Valuation Standards 2012 Edition published by the Hong Kong Institute of Surveyors.

CURRENCY

Unless otherwise stated, all currency adopted in this report is in Renminbi.

Our summary of values and valuation report are attached.

Yours faithfully
For and on behalf of
Knight Frank Petty Limited
Clement W M Leung
MCIREA MHKIS MRICS RPS (GP)
Executive Director
Head of China Valuation

Remarks: Clement W M Leung, MCIREA MHKIS MRICS RPS (GP), has been a qualified valuer and has about 22 years' experience in the valuation of properties in Hong Kong, Macau and Asia Pacific Region and has 19 years' experience in the valuation of properties in the People's Republic of China.

SUMMARY OF VALUES

Group I — Properties held by the Group for Investment in the PRC

Property	Market value in existing state as at 30 November 2015	Interest attributable to the Group	Market value in existing state attributable to the Group as at 30 November 2015
1 Retail, Kindergarten and Car Parking Portions of Guiyang Jinyang Sunny Town 1 Jinzhu Road Jinyang New District, Guiyang Guizhou Province The PRC	RMB1,061,000,000	50%	RMB530,500,000
2 Car Parking Portion of Chengdu New World Riverside Guang Fu Village Hua Yang Town Shuangliu County, Chengdu Sichuan Province The PRC	RMB111,000,000	30%	RMB33,300,000
Sub-total:	<u>RMB1,172,000,000</u>		<u>RMB563,800,000</u>

Property	Market value in existing state as at 30 November 2015	Interest attributable to the Group	Market value in existing state attributable to the Group as at 30 November 2015
Group II — Hotel held by the Group in the PRC			
3 New World Guiyang Hotel Block G of West Commercial Buildings Guiyang Jinyang Sunny Town 1 Jinzhu Road Jinyang New District, Guiyang Guizhou Province The PRC	RMB639,000,000	50%	RMB319,500,000
Sub-total:	<u>RMB639,000,000</u>		<u>RMB319,500,000</u>
Group III — Property held by the Group for future development in the PRC			
4 Guiyang Jinyang Sunny Town 1 Jinzhu Road Jinyang New District, Guiyang Guizhou Province The PRC	RMB5,646,300,000	50%	RMB2,823,150,000
5 Chengdu New World Riverside Guang Fu Village Hua Yang Town Shuangliu County, Chengdu Sichuan Province The PRC	RMB3,686,000,000	30%	RMB1,105,800,000
Sub-total:	<u>RMB9,332,300,000</u>		<u>RMB3,928,950,000</u>
Grand Total:	<u><u>RMB11,143,300,000</u></u>		<u><u>RMB4,812,250,000</u></u>

VALUATION REPORT

Group I — Properties held by the Group for Investment in the PRC

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015	
1	Retail, Kindergarten and Car Parking Portions of Guiyang Jinyang Sunny Town 1 Jinzhu Road Jinyang New District Guiyang Guizhou Province The PRC	Guiyang Jinyang Sunny Town (the “Development”) is a commercial/residential composite development planned to be developed in various phases, erected upon two parcels of irregular-shaped sites with a total site area of approximately 2,149,849.30 sq m. The property comprises various portions of retail area, kindergarten and car parking portion of the Development completed from 2010 to 2014. The property comprises the following approximate gross floor area: Approximate Gross Floor Area (sq m) Retail 89,455.33 Kindergarten 2,681.39 Non-saleable ancillary facilities 210.09 <hr/> 92,346.81 <hr/> The property also comprises 1,824 car parking spaces. Land use rights of the Development have been granted for terms of 70 years for residential use, 40 years for commercial use and 50 years for other uses.	Retail portion of the property with a total gross floor area of approximately 51,367.20 sq m is subject to various tenancies with the last tenancy expiring in November 2034, yielding a total monthly rental of approximately RMB544,000, exclusive of management fees. The kindergarten portion of the property is subject to a tenancy for a term expiring in June 2023, yielding a total monthly rental of approximately RMB30,000, exclusive of management fees. The remaining portion of the property is currently vacant.	RMB1,061,000,000 (50% effective interest* attributable to the Group: RMB530,500,000)

Notes:

- Pursuant to the Business Licence No. 520100400043942 dated 18 December 2014, Guiyang New World Real Estate Co., Ltd., a wholly-owned subsidiary of the Company, was incorporated with a registered capital of US\$301,350,000.

* Pursuant to the Participation Agreement, Solar Leader Limited, a wholly-owned subsidiary of NWD, has a participating interest representing 50% of the total interest held by the Group in this property project.

2. Pursuant to 6 State-owned Land Use Right Certificates issued by Guiyang Land Resources Bureau, the land use rights of the Development with a total site area of 1,863,181.20 sq m was granted to Guiyang New World Real Estate Co., Ltd. for various land use right terms. Details of the State-owned Land Use Right Certificates are as follows:

Certificate No.	Date of Issuance	Land Use	Site Area (sq m)	Expiry Date
Qian Zhu Gao Xin Guo Yong (2010) Di 0098	8 April 2010	Commercial/	368,161.10	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2010) Di 2550	8 April 2010	Commercial/	368,682.70	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2010) Di 0100	8 April 2010	Commercial/	491,598.60	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2011) Di 5486	22 June 2011	Commercial/	439,131.30	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2009) Di 1843	20 November 2009	Commercial/Office	84,771.30	11 July 2057
Qian Zhu Gao Xin Guo Yong (2010) Di 0101	8 April 2010	Commercial/Office	110,836.20	11 July 2057

3. Pursuant to the Building Ownership Certificate No. Zhu Fang Quan Zheng Jin Yang Xin Zi Di 010286873 issued by Guiyang Real Estate Title Supervision Bureau dated 30 December 2011, the building ownership of portion of the property with a total gross floor area of 2,681.39 sq m was vested in Guiyang New World Real Estate Co., Ltd..
4. Pursuant to 12 Construction Works Completion Certificates issued by Guiyang Housing and Urban-Rural Development Committee, portion of the Development with a total construction scale of 591,288.48 sq m was completed.
5. We have been provided with the Group's PRC legal adviser's opinion, which inter-alia, contains the followings:
- (i) Guiyang New World Real Estate Co., Ltd. has legally obtained the land use rights of the property and is the sole owner of the land use rights of the property;
 - (ii) Guiyang New World Real Estate Co., Ltd. is entitled to transfer, lease, mortgage or in other ways dispose of the land use rights of the property;
 - (iii) Guiyang New World Real Estate Co., Ltd. has legally obtained the building ownership of portion of the property as mentioned in Note (3) and is entitled to transfer, lease, mortgage or in other ways dispose of such portion of the property;

- (iv) Guiyang New World Real Estate Co., Ltd. has obtained the State-owned Land Use Rights Certificates, the relevant constructions permits and completion certificates. There will be no legal obstacle for Guiyang New World Real Estate Co., Ltd. in obtaining the Building Ownership Certificates for portion of the property as mentioned in Note (4) after compliance with relevant regulations and procedures; and
- (v) the property is free from mortgages and other encumbrances.

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015
2	Car Parking Portion of Chengdu New World Riverside Guang Fu Village Hua Yang Town Shuangliu County Chengdu Sichuan Province The PRC	Chengdu Riverside New World (the "Development") is erected upon an irregular-shaped site with a site area of approximately 950,072.10 sq m. The Development is planned to be developed into a massive residential/commercial composite development in various phases. The property comprises 1,010 car parking spaces of the Development completed in 2010. Land use rights of the Development have been granted for a term of 70 years for residential use and 40 years for commercial use.	The property is currently vacant. RMB111,000,000 (30% effective interest* attributable to the Group: RMB33,300,000)

Notes:

- Pursuant to the Business Licence No. 510100400018780 dated 22 May 2015, Chengdu Xinyi Real Estate Development Co., Ltd., a subsidiary of the Company, was incorporated with a registered capital of US\$99,500,000.
- Pursuant to 2 State-owned Land Use Right Certificates issued by Shuangliu Land Resources Bureau, the title to the land use rights of the Development with a total site area of 950,072.10 sq m was granted to Chengdu Xinyi Real Estate Development Co., Ltd. for residential and commercial uses. Details of the State-owned Land Use Right Certificates are stated as follows:

Certificate No.	Site Area (sq m)	Land Use and Term	Date of Issuance
Shuang Guo Yong (2006) Di 01024	186,478.77	Residential: 26 January 2076; Commercial: 26 January 2046	31 May 2006
Cheng Tian Guo Yong (2014) Di 1945	763,593.33	26 January 2076	17 July 2014

* Pursuant to the Participation Agreement, Solar Leader Limited, a wholly-owned subsidiary of NWD, has a participating interest representing 50% of the total interest held by the Group in this property project.

3. Pursuant to 2 Building Lists issued by Shuangliu Property Administration Bureau, the building ownership of portion of the Development with a total gross floor area of 38,001.04 sq m were vested in Chengdu Xinyi Real Estate Development Co., Ltd.. Details of the Building Lists are as follows:

Certificate No.	Gross Floor Area <i>(sq m)</i>	Land Use	Date of Issuance
Jian Zheng 1255511	7,992.17	Car parking	3 July 2013
Jian Zheng 1250764	30,008.87	Car parking	19 June 2013

4. Portion of the property under State-owned Land Use Right Certificate No. Cheng Tian Guo Yong (2014) Di 1945 is subject to mortgage.
5. We have been provided with the Group's PRC legal adviser's opinion, which inter-alia, contains the followings:
- (i) Chengdu Xinyi Real Estate Development Co., Ltd. has legally obtained the land use rights of the property and is the sole owner of the land use rights of the property;
 - (ii) Chengdu Xinyi Real Estate Development Co., Ltd. is entitled to transfer, lease, mortgage or in other ways dispose of the non-mortgaged land use rights of the property. For the mortgaged land use rights, Chengdu Xinyi Real Estate Development Co., Ltd. has to obtain the mortgagee's prior written consent before transferring such portion of land use rights of the property; and
 - (iii) Chengdu Xinyi Real Estate Development Co., Ltd. has legally obtained the building ownership of the property and is entitled to transfer, lease, mortgage or in other ways dispose of the buildings of the property.

Group II — Hotel held by the Group in the PRC

	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015
3	New World Guiyang Hotel Block G of West Commercial Buildings Guiyang Jinyang Sunny Town 1 Jinzhu Road Jinyang New District, Guiyang Guizhou Province The PRC	Guiyang Jinyang Sunny Town (the “Development”) is a commercial/residential composite development planned to be developed in various phases, erected upon two parcels of irregular-shaped sites with a total site area of approximately 2,149,849.30 sq m. The property comprises a hotel with a gross floor area of approximately 39,521.00 sq m completed in 2014. The land use rights of the development have been granted for a term of 70 years for residential use, 40 years for commercial use and 50 years for other uses.	The property is an operating hotel.	RMB639,000,000 (50% effective interest* attributable to the Group: RMB319,500,000)

Notes:

1. Pursuant to the Business Licence No. 520100400043942 dated 18 December 2014, Guiyang New World Real Estate Co., Ltd., a wholly-owned subsidiary of the Company, was incorporated with a registered capital of US\$301,350,000.

* Pursuant to the Participation Agreement, Solar Leader Limited, a wholly-owned subsidiary of NWD, has a participating interest representing 50% of the total interest held by the Group in this property project.

2. Pursuant to 6 State-owned Land Use Right Certificates issued by Guiyang Land Resources Bureau, the land use rights of the Development with a total site area of 1,863,181.20 sq m was granted to Guiyang New World Real Estate Co., Ltd. for various land use right terms. Details of the State-owned Land Use Right Certificates are as follows:

Certificate No.	Date of Issuance	Land Use	Site Area (sq m)	Expiry Date
Qian Zhu Gao Xin Guo Yong (2010) Di 0098	8 April 2010	Commercial/	368,161.10	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2010) Di 2550	8 April 2010	Commercial/	368,682.70	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2010) Di 0100	8 April 2010	Commercial/	491,598.60	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2011) Di 5486	22 June 2011	Commercial/	439,131.30	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2009) Di 1843	20 November 2009	Commercial/Office	84,771.30	11 July 2057
Qian Zhu Gao Xin Guo Yong (2010) Di 0101	8 April 2010	Commercial/Office	110,836.20	11 July 2057

3. Pursuant to the Construction Works Completion Certificate No. Jian 2014-59 issued by Guiyang Housing and Urban Rural Development Bureau dated 25 June 2014, construction works of the property with a total gross floor area of 70,584.50 sq m was complete.
4. We have been provided with the Group's PRC legal adviser's opinion, which inter-alia, contains the followings:
- (i) Guiyang New World Real Estate Co., Ltd. has legally obtained land use rights of the property and is the sole owner of the land use rights.
 - (ii) Guiyang New World Real Estate Co., Ltd. is entitled to transfer, lease, mortgage or in other ways dispose of land use rights of the property;
 - (iii) Guiyang New World Real Estate Co., Ltd. has obtained the State-owned Land Use Right Certificates, the relevant constructions permits and completion certificates. There will be no legal obstacle for Guiyang New World Real Estate Co., Ltd. in obtaining the Building Ownership Certificates for portion of the property as mentioned in Note (3) after compliance with relevant regulations and procedures;
 - (iv) the property is subject to mortgage; and
 - (v) the property can be transferred by Guiyang New World Real Estate Co., Ltd. subject to the approval from the mortgagee.

Group III — Property held by the Group for future development in the PRC

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015										
4	<p>Guiyang Jinyang Sunny Town (the “Development”) is a commercial/residential composite development to be developed in various phases. The Development is erected upon two parcels of irregular-shaped sites with a total site area of approximately 2,149,849.30 sq m.</p> <p>The property comprises the unsold completed portion (the “Unsold Completed Portion”) of the Development completed from 2008 to 2013, portion of the Development which are under construction (the “Portion Under Construction”) and the planned remaining phase (the “Planned Remaining Phase”) of the Development.</p> <p>Unsold Completed Portion comprises the following approximate gross floor area:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: right;">Approximate Gross Floor Area (sq m)</th> </tr> </thead> <tbody> <tr> <td>Unsold Completed Portion</td> <td></td> </tr> <tr> <td>Residential</td> <td style="text-align: right;">5,398.69</td> </tr> <tr> <td>Retail</td> <td style="text-align: right;"><u>13,704.33</u></td> </tr> <tr> <td>Sub-total:</td> <td style="text-align: right;"><u><u>19,103.02</u></u></td> </tr> </tbody> </table> <p>The Unsold Completed Portion also comprises 2,005 car parking spaces.</p>		Approximate Gross Floor Area (sq m)	Unsold Completed Portion		Residential	5,398.69	Retail	<u>13,704.33</u>	Sub-total:	<u><u>19,103.02</u></u>	<p>The Unsold Completed Portion is currently vacant and held for sale. The Portion Under Construction is currently under construction and is scheduled to complete in July 2018, while the Planned Remaining Phase is pending for development.</p>	<p>RMB5,646,300,000</p> <p>(50% effective interest* attributable to the Group: RMB2,823,150,000)</p> <p>(please see note 9, 11)</p>
	Approximate Gross Floor Area (sq m)												
Unsold Completed Portion													
Residential	5,398.69												
Retail	<u>13,704.33</u>												
Sub-total:	<u><u>19,103.02</u></u>												

* Pursuant to the Participation Agreement, Solar Leader Limited, a wholly-owned subsidiary of NWD, has a participating interest representing 50% of the total interest held by the Group in this property project.

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015
	Portion Under Construction and Planned Remaining Phase will comprise the following approximate planned gross floor area upon completion:		
		Approximate Planned Gross Floor Area (sq m)	
	Portion Under Construction		
	Residential	640,565.03	
	Retail	25,217.16	
	Serviced apartment	16,209.81	
	Hotel	10,203.00	
	Saleable ancillary facilities	5,540.63	
	Non-Saleable ancillary facilities	<u>17,399.19</u>	
	Sub-total:	<u><u>715,134.82</u></u>	
	Planned Remaining Phase		
	Residential	1,620,308.00	
	Retail	290,688.34	
	Office	466,090.00	
	Saleable ancillary facilities	21,160.00	
	Non-Saleable ancillary facilities	<u>20,687.74</u>	
	Sub-total:	<u><u>2,418,934.08</u></u>	
	Portion Under Construction and Planned Remaining Phase will provide 22,691 car parking spaces upon completion.		
	The land use rights of the Development have been granted for terms of 70 years for residential use, 40 years for commercial use and 50 years for other uses.		

Notes:

- Pursuant to the Business Licence No. 520100400043942 dated 18 December 2014, Guiyang New World Real Estate Co., Ltd., a wholly owned subsidiary of the Company, was incorporated with a registered capital of US\$301,350,000.
- Pursuant to 6 State-owned Land Use Rights Certificates issued by Guiyang Land Resources Bureau, the land use rights of the Development with a total site area of 1,863,181.20 sq m were granted to Guiyang New World Real Estate Co., Ltd. for various land use rights terms. Details of the State-owned Land Use Rights Certificates are as follows:

Certificate No.	Date of Issuance	Land Use	Site Area <i>(sq m)</i>	Expiry Date
Qian Zhu Gao Xin Guo Yong (2010) Di 0098	8 April 2010	Commercial/	368,161.10	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2010) Di 2550	8 April 2010	Commercial/	368,682.70	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2010) Di 0100	8 April 2010	Commercial/	491,598.60	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2011) Di 5486	22 June 2011	Commercial/	439,131.30	19 May 2046
		Composite/		19 May 2056
		Residential		19 May 2076
Qian Zhu Gao Xin Guo Yong (2009) Di 1843	20 November 2009	Commercial/Office	84,771.30	11 July 2057
Qian Zhu Gao Xin Guo Yong (2010) Di 0101	8 April 2010	Commercial/Office	110,836.20	11 July 2057

- Pursuant to the Notice on the Assignment of the State-Owned Land Use Right by Means of Bid and Auction, State-owned Construction Land Use Right Grant Contract No. Qian Zhu Gao Xin (Jin Gua) 2006002 and its use conditions, the land use rights of a parcel of land located at Jiangjunshan with a site area of approximately 430 mu shall be allocated to Guiyang New World Real Estate Co., Ltd. for park and school uses.
- Pursuant to 2 Construction Land Use Planning Permits issued by Guiyang Planning Bureau, portion of the Development is permitted to be developed. Details of Construction Land Use Planning Permits are stated as follows:

Permit No.	Date of Issuance	Site Area
Jin Yang (2006)-36	9 August 2006	2,935.13 mu
Jin Yang (2008)-02	22 February 2008	245,322 sq m

5. Pursuant to 8 Construction Engineering Planning Permits issued by Guiyang Planning Bureau, portion of the property was permitted to be constructed. Details of Construction Planning Permits are stated as follows:

Permit No.	Date of Issuance	Gross Floor Area (sq m)
Jian Zi Di 520000201334668 Zhu Gui Jian Zi 2013 (Guan Shan Hu) 041	5 December 2013	477,739.35
Jian Zi Di 520000201432651 Zhu Gui Jian Zi 2015-0117	12 June 2015	313,090.24
Jian Zi Di 520000201432569 Zhu Gui Jian Zi 2015-0051	16 March 2015	92,853.46
Jian Zi Di 520000201024693 Zhu Gui Jian Zi 2010 (Jin Yang) 033	30 November 2010	55,253.62
Jian Zi Di 520000201425148 Zhu Gui Jian Zi 2014-0609	12 December 2014	11,688.59
Jian Zi Di 520000201425219 Zhu Gui Jian Zi 2014-0610	12 December 2014	12,805.99
Jian Zi Di 520000201429771 Zhu Gui Jian Zi 2014-0207	23 July 2014	168,434
Jian Zi Di 520000201432804 Zhu Gui Jian Zi 2015-0324	14 December 2015	469,092.68

6. Pursuant to 14 Construction Works Commencement Permits issued by Guiyang Housing and Urban-Rural Development Committee, construction works of portion of the property was permitted to be commenced. Details of the Construction Works Commencement Permits are stated as follows:

Permit No.	Date of Issuance	Gross Floor Area (sq m)
520101201312091501 (Guan)	17 December 2013	133,477.90
520101201312091401 (Guan)	17 December 2013	102,396.00
520101201312091301 (Guan)	17 December 2013	104,608.00
520101201312091201 (Guan)	17 December 2013	137,257.00
520115201506260101	26 June 2015	147,607.98
520115201506260201	26 June 2015	165,482.26
520101201012270201	12 November 2014	27,264.97
520101201012270101 (Yi Bu)	8 July 2015	27,988.65
520115201503250101	25 March 2015	92,853.46
520115201412310101	31 December 2014	12,805.99
520115201412310201	31 December 2014	11,688.59
520101201008020119	19 August 2010	1,213,842.00
520115201411100101	10 November 2014	N/A
520115201411100201	10 November 2014	N/A

7. Pursuant to 22 Construction Works Completion Certificates issued by Guiyang Housing and Urban-Rural Development Committee, portion of the Development with a total construction scale of 923,073.31 sq m was completed.

8. Pursuant to 6 Commodity Housing Pre-sale Permits issued by Guiyang Housing and Urban Rural Development Bureau, portion of the property with a gross floor area of 423,524.24 sq m was permitted to pre-sell.

9. According to the information provided by the Group, portion of the Portion Under Construction with a total gross floor area of approximately 12,805.99 sq m (9,745.65 sq m above ground and 3,060.34 sq m below ground) was planned to construct as ancillary facilities. After completing the construction, the ownership and use rights of such portion should be handed over to the public. In the course of our valuation, we have not given any commercial value to such portions of the property.
10. As advised by the Group, the construction cost incurred and the projected outstanding construction cost of the Portion Under Construction and the Planned Remaining Phase as at the valuation date were approximately RMB1,919,446,000 and RMB10,319,704,000 respectively. Accordingly, we have taken into account the aforesaid cost in our valuation. In our opinion, the gross development value of the proposed developments of the Portion Under Construction and the Planned Remaining Phase, assuming they were completed as at the valuation date, was estimated approximately as RMB24,424,900,000.
11. As advised by the Group, portion of the property with a total gross floor area of 301,210.10 sq m have been pre-sold at a total consideration of RMB1,697,258,153. According to the Company's instruction, the pre-sold units are included in this valuation. We have also taken this into consideration in the course of our valuation.
12. We have been provided with the Group's PRC legal adviser's opinion, which inter-alia, contains the followings:
 - (i) save and except for the portion as mentioned in Note (9), Guiyang New World Real Estate Co., Ltd. has legally obtained the land use rights of the property in granted nature and is the sole owner of the land use rights of the property;
 - (ii) save and except for the portion as mentioned in Note (9), Guiyang New World Real Estate Co., Ltd. is entitled to transfer, lease, mortgage or in other ways dispose of the land use rights of the property in granted nature;
 - (iii) Guiyang New World Real Estate Co., Ltd. has the rights to legally occupy and use portion of the property in allocated nature in accordance with the land use after obtaining relevant title proof for the land use rights. After obtaining the permit from the government and settling land premium, Guiyang New World Real Estate Co., Ltd. is entitled to transfer such portion of the property. Guiyang New World Real Estate Co., Ltd. can lease such portion of the property, nevertheless, has to reimburse portion of the rental pertaining to the allocated land use rights to the government;
 - (iv) Guiyang New World Real Estate Co., Ltd. has obtained the State-owned Land Use Rights Certificates, the relevant constructions permits and completion certificates. There will be no legal obstacle for Guiyang New World Real Estate Co., Ltd. in obtaining the Building Ownership Certificates for portion of the property as mentioned in Note (7) after compliance with relevant regulations and procedures; and
 - (v) the property is free from mortgages and other encumbrances.

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015												
5 Chengdu New World Riverside Guang Fu Village Hua Yang Town Shuangliu County Chengdu Sichuan Province The PRC	<p>Chengdu Riverside New World (the “Development”) is erected upon an irregular-shaped site with a site area of approximately 950,072.10 sq m, and is planned to develop into a massive residential/commercial composite development of various phases.</p> <p>The property comprises the unsold completed portion of the Development (the “Unsold Completed Portion”) completed from 2012 to 2015, portion of the property which is under construction (the “Portion Under Construction”) and the planned remaining phase (the “Planned Remaining Phase”) of the Development.</p> <p>Unsold Completed Portion comprises following approximate gross floor area:</p> <table border="0" data-bbox="491 1102 847 1455"> <tr> <td></td> <td style="text-align: right;">Approximate Gross Floor Area (sq m)</td> </tr> <tr> <td>Unsold Completed Portion</td> <td></td> </tr> <tr> <td>Residential</td> <td style="text-align: right;">36,251.94</td> </tr> <tr> <td>Club house</td> <td style="text-align: right;">6,908.00</td> </tr> <tr> <td>Kindergarten</td> <td style="text-align: right;"><u>4,818.00</u></td> </tr> <tr> <td></td> <td style="text-align: right;"><u><u>47,977.94</u></u></td> </tr> </table>		Approximate Gross Floor Area (sq m)	Unsold Completed Portion		Residential	36,251.94	Club house	6,908.00	Kindergarten	<u>4,818.00</u>		<u><u>47,977.94</u></u>	<p>The Unsold Completed Portion is currently vacant and held for sale. The Portion Under Construction is under construction and is scheduled to complete in June 2018, while the Planned Remaining Phase is pending for future development.</p>	<p>RMB3,686,000,000</p> <p>(30% effective interest* attributable to the Group: RMB1,105,800,000)</p> <p>(please see note 11)</p>
	Approximate Gross Floor Area (sq m)														
Unsold Completed Portion															
Residential	36,251.94														
Club house	6,908.00														
Kindergarten	<u>4,818.00</u>														
	<u><u>47,977.94</u></u>														

* Pursuant to the Participation Agreement, Solar Leader Limited, a wholly-owned subsidiary of NWD, has a participating interest representing 50% of the total interest held by the Group in this property project.

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 November 2015
	Portion Under Construction and Planned Remaining Phase will comprise following approximate planned gross floor area upon completion:		
		Approximate Planned Gross Floor Area (sq m)	
	Portion Under Construction		
	Residential	394,002.00	
	Retail	120,663.00	
	Hotel	<u>59,995.00</u>	
		<u>574,660.00</u>	
	Planned Remaining Phase		
	Residential	1,934,500.00	
	Retail	13,234.00	
	Non-saleable ancillary facilities	<u>45,000.00</u>	
		<u>1,992,734.00</u>	
	Portion Under Construction and Planned Remaining Phase will provide approximately 29,257 car parking spaces upon completion.		
	The land use rights of the Development have been granted for terms of 70 years for residential use and 40 years for commercial use.		

Notes:

1. Pursuant to the Business Licence No. 510100400018780 dated 22 May 2015, Chengdu Xinyi Real Estate Development Co., Ltd., a subsidiary of the Company, was incorporated with a registered capital of US\$99,500,000.

2. Pursuant to 2 State-owned Land Use Right Certificates issued by Shuangliu Land Resources Bureau, the title to the land use rights of the Development with a total site area of 950,072.10 sq m was granted to Chengdu Xinyi Real Estate Development Co., Ltd. for residential and commercial uses. Details of the State-owned Land Use Rights Certificates are stated as follows:

Certificate No.	Site Area (sq m)	Land Use and Term	Date of Issuance
Shuang Guo Yong (2006) Di 01024	186,478.77	Residential: 26 January 2076; Commercial: 26 January 2046	31 May 2006
Cheng Tian Guo Yong (2007) Di 4067	763,593.33	26 January 2076	17 July 2014

3. Pursuant to 2 Building Lists issued by Shuangliu Property Administration Bureau, the building ownership of the property with a total gross floor area of 289.65 sq m were vested in Chengdu Xinyi Real Estate Development Co., Ltd.. Details of the Building Lists are stated as follows:

Certificate No.	Gross Floor Area (sq m)	Use	Date of Issuance
Quan 0887908	148.10	Residential	N/A
Quan 0887908	141.55	Residential	N/A

4. Pursuant to the Construction Land Use Planning Permit No. (2006) Di 085 issued by Shuangliu Planning Administration Bureau dated 31 May 2006, the Development with a site area of approximately 1,425 mu was permitted to be developed.

5. Pursuant to 6 Construction Engineering Planning Permits, portion of the Development with a total construction scale of 970,505.43 sq m is permitted to be developed.

6. Pursuant to 5 Construction Works Commencement Permits issued by Shuangliu Urban-Rural Construction Bureau, construction works of the Development was permitted to be commenced. Details of the Construction Works Commencement Permits are stated as follows:

Permit No.	Date of Issuance	Gross Floor Area (sq m)
Shen Ji Keng [2013] 004	4 July 2013	42,411.80
Shuang Shi [2013] 153	18 October 2013	54,452.06
Shuang Shi [2013] 154	18 October 2013	73,507.96
Shuang Shi [2013] 159	24 October 2013	117,284.39
Shuang Shi [2013] 164	5 November 2013	60,527.56

7. Pursuant to 4 Construction Works Completion Certificates issued by Chengdu Development Administration Committee, portion of the Development with a total gross floor area of 85,078.94 sq m was completed.

8. Pursuant to 8 Commodity Housing Pre-sale Permits issued by Chengdu Housing and Urban Rural Development Bureau, portion of the property with a gross floor area of 217,106.50 sq m was permitted to pre-sell.

9. Portion of the property under State-owned Land Use Right Certificate No. Cheng Tian Guo Yong (2014) Di 1945 is subject to mortgage.

10. As advised by the Group, the construction cost incurred and the projected outstanding construction cost of the Portion Under Construction and the Planned Remaining Phase as at the valuation date were approximately RMB852,385,000 and RMB9,210,397,000 respectively. Accordingly, we have taken into account the aforesaid cost in our valuation. In our opinion, the gross development value of the proposed developments of the Portion Under Construction and the Planned Remaining Phase, assuming they were completed as at the valuation date, was estimated approximately as RMB20,606,800,000.
11. As advised by the Group, portion of the property with a total gross floor area of 29,259.62 sq m have been pre-sold at a total consideration of RMB194,701,029. According to the Company's instruction, the pre-sold units are included in this valuation. We have also taken this into consideration in the course of our valuation.
12. We have been provided with the Group's PRC legal adviser's opinion, which inter-alia, contains the followings:
 - (i) Chengdu Xinyi Real Estate Development Co., Ltd. has legally obtained the land use rights of the property and is the sole owner of the land use rights of the property;
 - (ii) Chengdu Xinyi Real Estate Development Co., Ltd. is entitled to transfer, lease, mortgage or in other ways dispose of the non-mortgaged land use rights of the property. For the mortgaged land use rights, Chengdu Xinyi Real Estate Development Co., Ltd. has to obtain the mortgagee's prior written consent before transferring;
 - (iii) Chengdu Xinyi Real Estate Development Co., Ltd. has obtained the Construction Land Use Planning Permit, Construction Engineering Planning Permit and Construction Works Commencement Permit. There will be no legal obstacle for Chengdu Xinyi Real Estate Development Co., Ltd. in obtaining the real estate title proof after compliance with relevant regulations and procedures; and
 - (iv) for the land use rights and construction works mentioned in Note (9), Chengdu Xinyi Real Estate Development Co., Ltd. has to obtain the mortgagee's prior written consent before transferring such portion of the property.

1. INDEBTEDNESS**Borrowings**

As at the close of business on 30 November 2015, being the latest practicable date for the purpose of this statement of indebtedness, the details of the Group's outstanding borrowings were as follows:

	<i>HK\$'000</i>
Long term bank loans	
Secured	8,016,750
Unsecured	25,199,029
Short term bank loans, unsecured	121,951
Loans from fellow subsidiaries, unsecured	2,650,139
Loans from non-controlling interests, unsecured	52,449
Advances from participating interest, unsecured	1,879,260
Fixed rate bonds and notes payable, unsecured	11,688,834
Loans from other financial institutions	
Secured	1,000,000
Unsecured	<u>1,707,317</u>
	52,315,729
Current portion included in current liabilities	<u>(9,011,392)</u>
	<u>43,304,337</u>

As at the close of business on 30 November 2015, the Group's bank borrowings of approximately HK\$9,016,750,000 was secured by the pledges of certain investment properties, property, plant and equipment, land use rights, properties under development and properties held for development.

Contingent liabilities**(i) Corporate guarantees for banking facilities**

As at the close of business on 30 November 2015, the Group has corporate guarantees of approximately HK\$3,144,819,000 given in respect of bank loan facilities extended to certain joint ventures. As at 30 November 2015, the Group's attributable portion of the outstanding amount under these bank loan facilities granted to the joint ventures was approximately HK\$2,644,142,000.

(ii) *Guarantees in respect of mortgage facilities*

As at the close of business on 30 November 2015, the Group had provided guarantees in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for certain purchasers of properties developed by certain subsidiaries of the Group. The outstanding mortgage loans under these guarantees amounted to HK\$3,896,590,000 and the Group's attributable portion of outstanding mortgage loans under these guarantees amounted to HK\$2,626,058,000. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with accrued interest owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties.

Save as aforesaid and apart from intra-group liabilities, the Group on a consolidated basis did not have any material debt securities issued and outstanding, and authorised or otherwise created but unissued, or term loans or other borrowings or indebtedness in the nature of borrowing or acceptances or hire purchase commitments, or outstanding mortgages and charges, or contingent liabilities or guarantees.

2. WORKING CAPITAL

As at the Latest Practicable Date, the Directors were of the opinion, after due and careful enquiry, and after taking into the account the effect of the Disposals, that the working capital available to the Group is sufficient for its present requirements for at least 12 months from the date of this circular.

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

After the completion of the Disposals and the Previous Disposals, the Group will receive net proceeds from these disposals amounting to approximately HK\$25,106.1 million. These disposals signify the Group's strategy of optimising its property development and investment portfolio has been firmly realised. The strategy calls for focusing resources in first and 1.5-tier cities and high-growth cities, while reducing investment in some projects with prolonged development cycle. The Company believes the move match with the Group's ongoing development strategy in choosing high-end high-quality projects with better gross profit margin, increasing assets churn, and developing more mid-sized property projects. The revenue from the transactions will provide the Company with ample cash reserve for new round of investment in the near future, while improving the overall operating cash flow.

At present the Group has a comprehensive property development and investment portfolio, and also has mature operating teams in first-tier cities of Beijing, Shanghai, Guangzhou and Shenzhen, and has a competitive property development portfolio in high-growth cities. The transactions could strengthen the Group's resources and support the Group in penetrating the market in first and 1.5-tier cities and other high-growth cities in which the brand has already been well recognised and respected, strengthening its brand positioning, presenting a clearer portfolio strategy, and are expected to improve the average project gross profit margin and assets churn.

Upon completion of the Disposals and the Previous Disposals, the Group has landbank of approximately 10.9 million sq m gross floor area which is sufficient for five years of development.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Directors and chief executives of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the shares or underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive of the Company is taken or deemed to have under such provisions of the SFO) or which were required to be entered in the register required to be kept by the Company under Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules were as follows:

(I) *Interests and short positions in the Shares, underlying Shares and debentures of the Company*

(a) *Long position in issued Shares*

Name of Director	Number of Shares			Total	Percentage to the issued share capital as at the Latest Practicable Date
	Personal interests	Family interests	Corporate interests		
Mr. Cheng Kar-Shing, Peter	755,961	—	—	755,961	0.01
Mr. Fong Shing-Kwong, Michael	1,856,895	—	—	1,856,895	0.02
Dr. Cheng Wai-Chee, Christopher	387,448	—	—	387,448	0.00
Hon. Tien Pei-Chun, James	387,448	—	—	387,448	0.00
Mr. Lee Luen-Wai, John	387,448	—	—	387,448	0.00

(b) *Long position in underlying Shares*

Under the share option scheme of the Company adopted on 26 November 2002, share options were granted to the undermentioned Directors which entitle them to subscribe for Shares and accordingly they are regarded as interested in the underlying Shares. Details of the share options held by them as at the Latest Practicable Date were as follows:

Name of Director	Date of grant	Exercisable period <i>Note</i>	Number of share options	Exercise price per Share <i>HK\$</i>
Dr. Cheng Kar-Shun, Henry	18 January 2011	1	2,077,922	3.036
Mr. Cheng Kar-Shing, Peter	18 January 2011	1	831,169	3.036
Dr. Cheng Chi-Kong, Adrian	18 January 2011	2	935,066	3.036
Mr. Fong Shing-Kwong, Michael	18 January 2011	2	277,481	3.036
Ms. Ngan Man-Ying, Lynda	18 January 2011	1	1,038,961	3.036
Dr. Cheng Wai-Chee, Christopher	18 January 2011	1	311,688	3.036
Hon. Tien Pei-Chun, James	18 January 2011	1	311,688	3.036
Mr. Lee Luen-Wai, John	18 January 2011	1	311,688	3.036

Notes:

1. Divided into 5 tranches, exercisable from 19 February 2011, 19 February 2012, 19 February 2013, 19 February 2014 and 19 February 2015, respectively to 18 February 2016.
2. Divided into 3 tranches, exercisable from 19 February 2013, 19 February 2014 and 19 February 2015, respectively to 18 February 2016.

(c) *Long position in debentures*

The following Directors have interest in the debentures issued by the Company. Details of the debentures held by them as at the Latest Practicable Date were as follows:

Name of Director	Amount of debentures issued by the Company				Percentage to the total debentures in issue as at the Latest Practicable Date
	Personal interests	Family interests	Corporate interests	Total	
	RMB	RMB	RMB	RMB	
Mr. Cheng Kar-Shing, Peter	—	12,256,000 ¹	16,000,000 ²	28,256,000	0.30
Mr. Fong Shing-Kwong, Michael	12,256,000 ¹	—	—	12,256,000	0.13
Mr. Ip Yuk-Keung, Albert	—	3,064,000 ¹	—	3,064,000	0.03

Notes:

1. These debentures were issued in US\$ and had been translated into RMB using the rate of US\$1=RMB6.128.
2. These debentures are beneficially owned by a company which is wholly-owned by Mr. Cheng Kar-Shing, Peter.

(II) *Interests and short positions in the shares, underlying Shares and debentures of the associated corporations of the Company*(a) *Long position in shares of the associated corporations of the Company*

Name of Director	Number of Shares			Total	Percentage to the relevant issued share capital at the Latest Practicable Date
	Personal interests	Family interests	Corporate interests		
NWD					
(Ordinary shares)					
Dr. Cheng Kar-Shun, Henry	—	600,000	—	600,000	0.01
Mr. Cheng Kar-Shing, Peter	—	506,545	—	506,545	0.01
Mr. Fong Shing-Kwong, Michael	213,182	—	—	213,182	0.00
NWS					
(Ordinary shares of HK\$1.00 each)					
Dr. Cheng Kar-Shun, Henry	18,349,571	—	12,000,000 ¹	30,349,571	0.80
Mr. Cheng Kar-Shing, Peter	295,838	—	5,973,374 ²	6,269,212	0.16
Mr. Fong Shing-Kwong, Michael	2,351,732	—	—	2,351,732	0.06
Dr. Cheng Wai-Chee, Christopher	2,729,136	—	—	2,729,136	0.07
NWDS					
(Ordinary shares of HK\$0.10 each)					
Ms. Cheng Chi-Man, Sonia	92,000	—	—	92,000	0.01
Sun Legend Investments Limited					
(Ordinary shares)					
Mr. Cheng Kar-Shing, Peter	—	—	500 ³	500	50.00

Notes:

1. These shares are beneficially owned by a company which is wholly-owned by Dr. Cheng Kar-Shun, Henry.
2. These shares are beneficially owned by a company which is wholly-owned by Mr. Cheng Kar-Shing, Peter.
3. These shares are beneficially owned by a controlled corporation of Mr. Cheng Kar-Shing, Peter.

(b) *Long position in underlying shares in the associated corporations of the Company*

(i) NWD

Under the share option scheme of the holding company, NWD, the following Directors have personal interests in share options to subscribe for shares in NWD and are accordingly regarded as interested in the underlying shares of NWD. Details of the share options of NWD held by them as at the Latest Practicable Date were as follows:

Name of Director	Date of grant	Exercisable period <i>Note</i>	Number of share options	Exercise price per share <i>HK\$</i>
Dr. Cheng Kar-Shun, Henry	19 March 2012	1	10,675,637	9.152
Mr. Cheng Kar-Shing, Peter	19 March 2012	1	533,779	9.152
Dr. Cheng Chi-Kong, Adrian	19 March 2012	1	3,736,471	9.152
Ms. Cheng Chi-Man, Sonia	19 March 2012	1	3,202,688	9.152
Mr. Fong Shing-Kwong, Michael	19 March 2012	2	919,680	9.152
Mr. Lee Luen-Wai, John	19 March 2012	1	533,779	9.152

Notes:

1. Divided into 4 tranches, exercisable from 19 March 2012, 19 March 2013, 19 March 2014 and 19 March 2015, respectively to 18 March 2016.
2. Divided into 2 tranches, exercisable from 19 March 2014 and 19 March 2015, respectively to 18 March 2016.

(ii) NWS

Under the share option scheme of a fellow subsidiary, NWS, the following Directors have personal interests in share options to subscribe for shares in NWS and are accordingly regarded as interested in the underlying shares of NWS. Details of the share options of NWS held by them as at the Latest Practicable Date were as follows:

Name of Director	Date of grant	Exercisable period	Number of share options	Exercise price per share <i>HK\$</i>
Dr. Cheng Kar-Shun, Henry	9 March 2015	<i>Note</i>	7,407,925	14.145
Dr. Cheng Wai-Chee, Christopher	9 March 2015	<i>Note</i>	1,401,499	14.145

Note: 60% of the share options are exercisable from 9 May 2015 to 8 March 2020 while the remaining 40% of the share options are divided into two tranches, exercisable from 9 March 2016 and 9 March 2017, respectively to 8 March 2020.

(c) *Long position in debentures*

(i) Fita International Limited

The following Director has interest in the debentures issued by Fita International Limited (“**Fita**”), a wholly-owned subsidiary of NWD. Details of the debentures held by him as at the Latest Practicable Date were as follows:

Name of Director	Amount of debentures in US\$ issued by Fita				Percentage to the total debentures in issue as at the Latest Practicable Date
	Personal interests	Family interests	Corporate interests	Total	
Mr. Lee Luen-Wai, John	1,000,000	1,000,000	—	2,000,000	0.27

(ii) NWD (MTN) Limited

The following Director has interest in the debentures issued by NWD (MTN) Limited (“**MTN**”), a wholly-owned subsidiary of NWD. Details of the debentures held by him as at the Latest Practicable Date were as follows:

Name of Director	Amount of debentures in US\$ issued by MTN				Percentage to the total debentures in issue as at the Latest Practicable Date
	Personal interests	Family interests	Corporate interests	Total	
Mr. Fong Shing- Kwong, Michael	1,000,000	—	—	1,000,000	0.04

Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules.

(III) Directors' interests in competing business

As at the Latest Practicable Date, the following Directors have interests in the following businesses (“**Competing Businesses**”) which are considered to compete or are likely to compete, either directly or indirectly, with the business of the Group other than those business where the Directors were appointed as directors to represent the interests of the Company and/or the Group pursuant to the Listing Rules:

Name of Director	Name of entity which businesses are considered to compete or likely to compete with the business of the Group	Description of businesses of the entity which are considered to compete or likely to compete with the business of the Group	Nature of interest of the Director in the entity
Dr. Cheng Kar-Shun, Henry	Chow Tai Fook (Holding) Limited (“ CTFH ”) group of companies	Property investment and development as well as hotel operation	Director
	NWD group of companies	Property development and investment as well as hotel operation in PRC	Director
	Supreme Harvest Development Limited group of companies	Property investment and development in Shanghai	Director
Mr. Cheng Kar-Shing, Peter	CTFH group of companies	Property investment and development as well as hotel operation	Director
	NWD group of companies	Property development and investment as well as hotel operation in PRC	Director
Dr. Cheng Chi-Kong, Adrian	CTFH group of companies	Property investment and development as well as hotel operation	Director
	Cheung Hung Development (Holdings) Limited (“ Cheung Hung ”) group of companies	Property investment and development	Director
Ms. Cheng Chi-Man, Sonia	NWD group of companies	Property development and investment as well as hotel operation in PRC	Director
Mr. Cheng Chi-Him, Conrad	Cheung Hung group of companies	Property investment and development	Director

Name of Director	Name of entity which businesses are considered to compete or likely to compete with the business of the Group	Description of businesses of the entity which are considered to compete or likely to compete with the business of the Group	Nature of interest of the Director in the entity
Mr. Fong Shing-Kwong, Michael	NWD group of companies	Property development and investment as well as hotel operation in PRC	Director
	Cheung Hung group of companies	Property investment and development	Director
	Ceneric (Holdings) Limited	Property development	Shareholder
Ms. Ngan Man-Ying, Lynda	NWD group of companies	Property development and investment as well as hotel operation in PRC	Director
Dr. Cheng Wai-Chee, Christopher	Wing Tai Properties Ltd. group of companies	Property investment and management of serviced apartments in the PRC	Director and shareholder
Hon. Tien Pei-Chun, James	廈門中駿天峰房地產有限公司 (Xiamen Zhongjun Tianfeng Real Estate Co., Ltd., being its unofficial English name)	Real estate development and operation	Director and shareholder
	德志房地產(上海)有限公司 (Tak Chi Property (Shanghai) Ltd., being its unofficial English name)	Property leasing, management, consultancy and related services	Shareholder
	上海中駿創富房地產有限公司 (Shanghai Zhongjun Chuangfu Real Estate Co., Ltd., being its unofficial English name)	Development, construction, leasing and sale of office and commercial premises, facility operation and management, property management and car park management	Director
Mr. Lee Luen-Wai, John	Lippo Limited	Property investment, development and management	Director
	Lippo China Resources Limited	Property investment, development and management	Director
	Hongkong Chinese Limited	Property investment, development and management	Director

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and their respective close associates had interest in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the business of the Group.

The Company does not rely on any of the Competing Businesses in the carrying on of the Company's business. The Directors are of the view that the Company is capable of carrying on its business independently of, and at arm's length from the Competing Businesses.

(IV) *Other Directors' interests*

Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kar-Shing, Peter, Dr. Cheng Chi-Kong, Adrian, Ms. Cheng Chi-Man, Sonia and Mr. Cheng Chi-Him, Conrad are members of the Cheng's family which holds interest in Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited which in turn indirectly control Chow Tai Fook Enterprises Limited ("CTF"). On 3 July 2015, the Vendor, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with CTF pursuant to which the Vendor agreed to sell and CTF agreed to acquire the entire issued share capital of, and the outstanding shareholder's loans owing to the Vendor from, New World Hotel Management (BVI) Limited ("NWHM") for a cash consideration of HK\$1,963 million (the "NWHM Disposal"). NWHM is the holding company of certain companies which are principally engaged in the provision of hotel management services. The NWHM Disposal was completed on 29 December 2015.

As at the Latest Practicable Date, save as set out above, none of the Directors had any direct or indirect interest in any assets which have been acquired, disposed of or leased to or which are proposed to be acquired, disposed of or leased to any member of the Group respectively, since 30 June 2015, the date to which the latest published audited consolidated financial statements of the Group were made up.

Save for the voluntary conditional cash offer in respect of the issued Shares and outstanding share options of the Company to be made by Easywin Enterprises Corporation Limited (義榮企業有限公司), being a wholly-owned subsidiary of NWD, details of which are set out in the joint announcement issued by NWD, Easywin Enterprises Corporation Limited and the Company dated 6 January 2016, none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant to the business of the Group.

As at the Latest Practicable Date, the following Directors were also directors of the following companies, each of which had an interest or short position in the Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of Director	Name of substantial shareholder
Dr. Cheng Kar-Shun, Henry	Cheng Yu Tung Family (Holdings) Limited (“CYTF”) Cheng Yu Tung Family (Holdings II) Limited (“CYTF II”) Chow Tai Fook Capital Limited (“CTFC”) CTFH CTF NWD
Mr. Cheng Kar-Shing, Peter	CYTF CYTF II CTFC CTFH CTF NWD
Dr. Cheng Chi-Kong, Adrian	CTFH CTF NWD
Ms. Cheng Chi-Man, Sonia	NWD
Mr. Lee Luen-Wai, John	NWD

Substantial Shareholders

As at the Latest Practicable Date, so far as is known to the Directors, the interests of substantial shareholders (as defined in the Listing Rules) in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long position in the issued Shares

Name	Number of Shares			Percentage to the issued share capital as at the Latest Practicable Date
	Beneficial interests	Corporate interests	Total	
CYTF (Note 1)	—	6,092,601,173	6,092,601,173	70.08
CYTF II (Note 1)	—	6,092,601,173	6,092,601,173	70.08
CTFC (Note 1)	—	6,092,601,173	6,092,601,173	70.08
CTFH (Note 1)	—	6,092,601,173	6,092,601,173	70.08
CTF (Note 2)	—	6,092,601,173	6,092,601,173	70.08
NWD (Note 3)	5,721,977,644	370,623,529	6,092,601,173	70.08

Notes:

1. CYTF and CYTF II hold 48.98% and 46.65% interest in CTFC, respectively. CTFC in turn owns 78.58% interest in CTFH which holds the entire interests in CTF. Therefore, CYTF, CYTF II, CTFC and CTFH are deemed to have interests in the Shares in which CTF is deemed to be interested by virtue of its interests in NWD as mentioned in note 2 below.
2. CTF and its subsidiaries have interests in more than one-third of the issued shares of NWD and is accordingly deemed to have an interest in the Shares in which NWD is interested or deemed to be interested.
3. The number of Shares held under the corporate interests of NWD includes 255,041,727 Shares held by Easywin Enterprises Corporation Limited, its wholly-owned subsidiary, 22,508,064 Shares held by Great Worth Holdings Limited, its 60.90% owned subsidiary, and 93,073,738 Shares held by High Earnings Holdings Limited, its 61.33% owned subsidiary.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group, other than service contracts expiring or terminable by the relevant member of the Group within one year without payment of compensation other than statutory compensation.

4. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Group after the date of two years before the date of this circular and up to the Latest Practicable Date:

- (a) a subscription agreement dated 30 October 2014 among BOCI Asia Limited, The Hongkong and Shanghai Banking Corporation Limited, Citigroup Global Markets Limited and Merrill Lynch International and the Company relating to the establishment by the Company of an US\$1,500 million medium term note programme and the issue by the Company of US\$900 million 5.375% notes due 2019;
- (b) a sale and purchase agreement dated 3 July 2015 between the Vendor and CTF whereby the Vendor conditionally agreed to sell and CTF conditionally agreed to acquire the entire issued share capital of, and the outstanding shareholder's loans owing from, New World Hotel Management (BVI) Limited for a consideration of HK\$1,963 million;
- (c) a sale and purchase agreement dated 2 December 2015 entered into between the Purchaser and the Vendor in relation to the disposal of the Group's interests in the property project in Haikou, the PRC for a total consideration of RMB8,600 million, details of which are set out in the Previous Announcement and the circular of the Company dated 23 December 2015;

- (d) a sale and purchase agreement dated 2 December 2015 entered into between the Purchaser and the Vendor in relation to the disposal of the Group's interests in the property projects in Huiyang, the PRC for a total consideration of RMB1,100 million, details of which are set out in the Previous Announcement and the circular of the Company dated 23 December 2015;
- (e) a sale and purchase agreement dated 2 December 2015 entered into between the Purchaser and the Vendor in relation to the disposal of the Group's interests in the property projects in Hankou, Wuhan city, Hubei province, the PRC for a total consideration of RMB3,800 million, details of which are set out in the Previous Announcement and the circular of the Company dated 23 December 2015;
- (f) a subscription agreement dated 23 December 2015 entered into between (i) Sherson Limited, a wholly-owned subsidiary of NWD, and Vivid China Investment Limited, a wholly-owned subsidiary of the Company, as purchasers and (ii) Evergrande as issuer, pursuant to which Sherson Limited and Vivid China Investment Limited agreed to subscribe for the perpetual securities issued by Evergrande in an aggregate principal amount of US\$900 million, for a consideration of US\$450 million and US\$450 million, respectively, the details of which are disclosed in the joint announcements of NWD and the Company dated 23 December 2015 and 29 December 2015;
- (g) the Guiyang SP Agreement; and
- (h) the Chengdu SP Agreement.

5. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance, and so far as the Directors were aware, no litigation or claim of material importance was pending or threatened against the Company or any of its subsidiaries.

6. EXPERT'S CONSENT AND QUALIFICATIONS

Knight Frank, an independent qualified valuer, has given its opinion or advice as set out in Appendix I to this circular.

As at the Latest Practicable Date, Knight Frank did not have any shareholding in any member of the Group nor did it have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, and it did not have any direct or indirect interest in any assets which had been, since 30 June 2015 (being the date to which the latest published audited accounts of the Group were made up), acquired or disposed of by, or leased to, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

Knight Frank has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and reports and references to its name in the form and context in which they respectively appear.

7. GENERAL

- (a) The registered office of the Company is situated at P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.
- (b) The place of business of the Company in Hong Kong is at 9th Floor, New World Tower 1, 18 Queen's Road Central, Hong Kong.
- (c) The Hong Kong share registrar and transfer office of the Company is Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The secretary to the Board is Ms. Ngan Man-Ying, Lynda, who is a Practising Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business in Hong Kong of the Company at 9th Floor, New World Tower 1, 18 Queen's Road Central, Hong Kong from 9:30 a.m. to 5:30 p.m., Monday to Friday (other than public holidays) from the date of this circular up to and including 17 February 2016:

- (a) the memorandum and articles of association of the Company;
- (b) the property valuation report from Knight Frank, the texts of which are set out in Appendix I to this circular;
- (c) the material contracts referred to in the paragraph headed "4. Material Contracts" in this Appendix III;
- (d) the annual reports of the Company for each of the two financial years ended 30 June 2014 and 2015;
- (e) the consent letter of Knight Frank referred to in the paragraph headed "6. Expert's Consent and Qualifications" in this Appendix III;
- (f) the circular of the Company dated 23 December 2015; and
- (g) this circular.



New World China Land Limited
新世界中國地產有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 917)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the shareholders of New World China Land Limited (the “**Company**”) will be held at Meeting Room N201 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong, at 12:15 p.m. on Wednesday, 17 February 2016 for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) the sale and purchase agreement dated 29 December 2015 entered into between (i) New World Development (China) Limited and (ii) Shengyu (BVI) Limited (the “**Guiyang SP Agreement**”) (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the disposal by New World Development (China) Limited of interests in the property project in Jinyang New District, Guiyang, the PRC and the transactions contemplated thereunder, details of which are described in the Company’s circular dated 19 January 2016 (a copy of which marked “C” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), be and are hereby approved, ratified and confirmed;
- (B) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Guiyang SP Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and
- (C) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Guiyang SP Agreement.”

NOTICE OF EGM

2. **“THAT:**

- (A) the sale and purchase agreement dated 29 December 2015 entered into between (i) New World Development (China) Limited and (ii) Shengyu (BVI) Limited (the **“Chengdu SP Agreement”**) (a copy of which marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the disposal by New World Development (China) Limited of interests in the property project in Shuangliu County, Chengdu, the PRC, and the transactions contemplated thereunder, details of which are described in the Company’s circular dated 19 January 2016 (a copy of which marked “C” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), be and are hereby approved, ratified and confirmed;
- (B) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Chengdu SP Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and
- (C) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Chengdu SP Agreement.”

By order of the Board
New World China Land Limited
Ngan Man-Ying, Lynda
Company Secretary

Hong Kong, 19 January 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting (or any adjournment thereof). A proxy need not be a member of the Company.
2. In the case of joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he was solely entitled thereto. If more than one of such joint registered holders are present, personally or by proxy, at the Meeting, one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

NOTICE OF EGM

3. In order to be valid, the proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong at Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Meeting or any adjournment thereof. In the event that a member of the Company attends the Meeting in person after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
4. A form of proxy for use at the Meeting is enclosed.
5. The ordinary resolutions as set out above will be determined by way of a poll.
6. As at the date of this notice (a) the executive directors of the Company are 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) the independent non-executive directors of the Company are Dr. Cheng Wai-Chee, Christopher, Hon. Tien Pei-Chun, James, Mr. Lee Luen-Wai, John and Mr. Ip Yuk-Keung, Albert.