

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



## **NEW CITY DEVELOPMENT GROUP LIMITED**

### **新城市建設發展集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0456)**

**DESPATCH OF CIRCULAR IN RELATION TO**  
**(1) PROPOSED OPEN OFFER ON THE BASIS OF ONE OFFER SHARE FOR**  
**EVERY FOUR SHARES HELD ON THE RECORD DATE**  
**(2) APPLICATION FOR WHITEWASH WAIVER**  
**(3) CLOSURE OF REGISTER OF MEMBERS**  
**(4) EXEMPT CONNECTED TRANSACTION IN RELATION TO THE**  
**UNDERWRITING ARRANGEMENT**  
**(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to (a) the announcement made by the Company on 3 June 2015 in relation to, among other matters, the proposed Open Offer and the application for the Whitewash Waiver; and (b) the announcement made by the Company on 24 June 2015 for the delay in despatch of the circular in relation to, among other matters, the proposed Open Offer and the application for the Whitewash Waiver (the “**Circular**”) and the revised timetable (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise stated.

### **DESPATCH OF CIRCULAR**

The Circular containing, among other things, further details of the Open Offer, the Underwriting Agreement and the Whitewash Waiver, a letter of recommendation from the Independent Board Committee to the Independent Shareholders, a letter of advice from Veda Capital to Independent Board Committee and the Independent Shareholders in relation to the Open Offer, the Underwriting Agreement and the Whitewash Waiver, and a notice of EGM together with the form of proxy for use at the EGM, have been despatched to the Shareholders on 13 July 2015.

## EXPECTED TIMETABLE

The expected timetable of the Open Offer is as follows:

Latest time for lodging transfers of Shares to qualify for attendance at the EGM . . . . .	4:00 p.m. on Monday, 27 July 2015
Register of members closes for determining the rights to attend the EGM (both dates inclusive) . . . . .	Tuesday, 28 July 2015 to Monday, 3 August 2015
Latest time for lodging proxy form for the EGM . . . . .	10:30 a.m. on Saturday, 1 August 2015
Record date for attendance and voting at the EGM . . . . .	Monday, 3 August 2015
EGM . . . . .	10:30 a.m. on Monday, 3 August 2015
Announcement of poll results of EGM . . . . .	Monday, 3 August 2015
Last day of dealings in the Shares on cum-entitlement basis . . . . .	Tuesday, 4 August 2015
First day of dealings in the Shares on ex-entitlement basis . . . . .	Wednesday, 5 August 2015
Latest time for lodging transfers of Shares to qualify for the Open Offer . . . . .	4:00 p.m. on Thursday, 6 August 2015
Register of member closes for determining the eligibility of the Open Offer (both dates inclusive) . . . . .	Friday, 7 August 2015 to Thursday, 13 August 2015
Record Date . . . . .	Thursday, 13 August 2015
Despatch of (i) Prospectus Documents to Qualifying Shareholders and (ii) Overseas Letter and Prospectus to Excluded Shareholders (if any) . . . . .	Monday, 17 August 2015
Latest time for acceptance and payment for Offer Shares . . . . .	4:00 p.m. on Monday, 31 August 2015
Latest time for termination of the Underwriting Agreement and for the Open Offer to become unconditional . . . . .	4:00 p.m. on Tuesday, 1 September 2015

Announcement of results of acceptance of the Open Offer . . . . . Monday, 7 September 2015

Despatch of share certificates for Offer Shares  
and refund of cheques, if the Open Offer  
does not become unconditional . . . . . Tuesday, 8 September 2015

Expected date of dealings in Offer Shares commence . . . . . 9:00 a.m. on Wednesday, 9 September 2015

All times stated in this announcement refer to Hong Kong times. The Company will make further announcement if there is any change to the above timetable. Dates or deadlines specified in this announcement for events in the above timetable for (or otherwise in relation to) the Open Offer are indicative only and may be extended or varied by the Company.

### **WARNING OF THE RISKS OF DEALING IN SHARES**

**The Open Offer is conditional, inter alia, upon (i) the fulfilment of the conditions set out under the section headed “Conditions of the Open Offer” in the Letter from the Board contained in the Circular; and (ii) the Underwriting Agreement not being terminated in accordance with its terms as set out in the section headed “Termination of Underwriting Agreement” in the Circular. Accordingly, the Open Offer may or may not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares from the date of this announcement up to the date when the conditions of the Open Offer are fulfilled will bear the risk that the Open Offer may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**New City Development Group Limited**  
**Han Junran**  
*Chairman*

Hong Kong, 13 July 2015

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Han Junran (Chairman), Mr. Fu Yiu Kwong and Mr. Luo Min and (ii) four independent non-executive Directors, namely Mr. Chan Yiu Tung, Anthony, Mr. Seto Man Fai, Mr. Zheng Qing and Dr. Ouyang Qingru.*

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