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## **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)**

### **POLL RESULTS OF THE EGM HELD ON 3 AUGUST 2015**

The Board is pleased to announce that all the resolutions set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 3 August 2015.

Reference is made to the circular of New City Development Group Limited (the “**Company**”) dated 13 July 2015 (the “**Circular**”) and the notice of extraordinary general meeting of the Company dated 13 July 2015 (the “**EGM Notice**”) in relation to, among other things, the proposed Open Offer and the application for the Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that all the resolutions set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 3 August 2015.

The Underwriter and its associates and the parties acting in concert with them and Shareholders who are interested or involved in the Open Offer, the Underwriting Agreement and/or the Whitewash Waiver (save for any assured entitlement to the Open Offer as a Qualifying Shareholder) are required to abstain from voting at the EGM under the Takeovers Code.

As at the date of the EGM, the Company had 2,544,787,999 Shares in issue, and the Underwriter held 1,036,200,000 Shares (representing approximately 40.72% of the total number of issued Shares of the Company) and was required under the Listing Rules and the Takeovers Code to abstain, and has abstained, from voting on all the resolutions proposed at the EGM. The total number of Shares held by the Independent Shareholders entitled to attend and vote on the resolutions was 1,508,587,999 Shares. Save as disclosed above, no Shareholder was required to abstain from voting on any of the resolutions proposed at the EGM, and no Shareholder was entitled to attend but was required to abstain from voting on, or to vote only against, the resolutions proposed at the EGM.

Poll voting was demanded by the chairman of the EGM on all the resolutions proposed at the EGM. Union Registrars Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGM.

Full text of the resolutions is set out in the EGM Notice. The poll results in respect of the resolutions are as follows:

Ordinary Resolutions	Number of votes (approximate % of total number of Shares voted)	
	For	Against
1. To approve the Open Offer, the Underwriting Agreement, the absence of excess application arrangement, and the transactions contemplated thereunder.	644,109,678 (100%)	0 (0%)
2. To approve the Whitewash Waiver.	644,109,678 (100%)	0 (0%)

*Note:* The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Independent Shareholders who attended and voted at the EGM in person, by authorised corporate representative or by proxy.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions at the EGM.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company as at the date of EGM and immediately after completion of the Open Offer (assuming (i) no further issue of any Shares; (ii) no repurchase of any Shares by the Company; and (iii) no change in the shareholding of the substantial shareholders of the Company, after the date of EGM and immediately before completion of the Open Offer):

Shareholders	As at the date of EGM		Immediately after completion of the Open Offer assuming all Qualifying Shareholders take up their entitlements under the Open Offer		Immediately after completion of the Open Offer assuming no other Qualifying Shareholders take up any of their entitlements under the Open Offer (save for the Underwriter who has undertaken to take up the Untaken Shares under the Open Offer)	
	<i>Approximate percentage</i>		<i>Approximate percentage</i>		<i>Approximate percentage</i>	
	<i>Number of Shares</i>	<i>(%)</i>	<i>Number of Shares</i>	<i>(%)</i>	<i>Number of Shares</i>	<i>(%)</i>
<b>Substantial Shareholder</b>						
The Underwriter <i>(Notes 1, 2 and 3)</i>	<u>1,036,200,000</u>	<u>40.72</u>	<u>1,295,250,000</u>	<u>40.72</u>	<u>1,672,396,999</u>	<u>52.57</u>
<i>Sub-total for the Underwriter and parties acting in concert with it</i>	<u>1,036,200,000</u>	<u>40.72</u>	<u>1,295,250,000</u>	<u>40.72</u>	<u>1,672,396,999</u>	<u>52.57</u>
Trinity Grace Limited <i>(Note 4)</i>	<u>496,500,000</u>	<u>19.51</u>	<u>620,625,000</u>	<u>19.51</u>	<u>496,500,000</u>	<u>15.61</u>
<i>Sub-total for the Substantial Shareholders</i>	<u>1,532,700,000</u>	<u>60.23</u>	<u>1,915,875,000</u>	<u>60.23</u>	<u>2,168,896,999</u>	<u>68.18</u>
<b>Public Shareholders</b>	<u>1,012,087,999</u>	<u>39.77</u>	<u>1,265,109,998</u>	<u>39.77</u>	<u>1,012,087,999</u>	<u>31.82</u>
<b>Total</b>	<u><u>2,544,787,999</u></u>	<u><u>100</u></u>	<u><u>3,180,984,998</u></u>	<u><u>100</u></u>	<u><u>3,180,984,998</u></u>	<u><u>100</u></u>

### Notes:

- As at the date of EGM, (i) the Underwriter is the registered holder of 1,036,200,000 Shares; (ii) Mr. Han owns the entire issued share capital of the Underwriter. Under the SFO, Mr. Han is deemed to be interested in the 1,036,200,000 Shares held by the Underwriter.
- The Underwriter has undertaken to the Company that it will subscribe for all its entitlement under the Open Offer.
- Mr. Han is an executive Director and the chairman of the Company.

4. Trinity Grace Limited is a company wholly owned by Zhou Xi Quan, who is not related to the Underwriter and parties acting in concert with it.

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

Hong Kong, 3 August 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.*