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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)**

**RESULTS OF THE OPEN OFFER OF 636,196,999 OFFER SHARES  
ON THE BASIS OF ONE OFFER SHARE FOR EVERY FOUR SHARES  
HELD ON THE RECORD DATE**

**RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that all conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to 4:00 p.m. on Tuesday, 1 September 2015, the Underwriting Agreement and the Open Offer became unconditional at 4:00 p.m. on Tuesday, 1 September 2015.

At 4:00 p.m. on Monday, 31 August 2015, being the latest time for acceptance and payment for the Offer Shares, a total of 12 valid acceptances in respect of 263,384,247 Offer Shares were received, representing approximately 41.40% of the total number of 636,196,999 Offer Shares available for subscription under the Open Offer.

Based on the above results, there were 372,812,752 Untaken Shares. The Underwriter has subscribed for all the 372,812,752 Untaken Shares pursuant to the Underwriting Agreement. It is expected that the share certificates for the Offer Shares in respect of the valid acceptances under the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Tuesday, 8 September 2015 at their own risks. As all applications for the Offer Shares were valid and successful, there are no refund cheques in respect of the Open Offer.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 9 September 2015.

Reference is made to the prospectus of New City Development Group Limited (the "**Company**") dated 17 August 2015 (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meanings when used herein, unless the context requires otherwise.

## **RESULTS OF THE OPEN OFFER**

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## **UNDERWRITING ARRANGEMENTS**

Based on the above results, there were 372,812,752 Untaken Shares. The Underwriter (a company whose entire issued share capital is beneficially and ultimately owned by Mr. Han) has subscribed for all the 372,812,752 Untaken Shares pursuant to the Underwriting Agreement. Further details are set out in the paragraph headed "Shareholding Structure of the Company" in this announcement.

## **DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES**

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances under the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Tuesday, 8 September 2015 at their own risks. As all applications for the Offer Shares were valid and successful, there are no refund cheques in respect of the Open Offer.

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## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Director's knowledge and information, the shareholding structures of the Company immediately before and after completion of the Open Offer are as follows:

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>Approximate percentage (%)</i>	<i>Number of Shares</i>	<i>Approximate percentage (%)</i>
<b>Substantial Shareholder</b>				
The Underwriter <i>(Notes 1, 2 and 3)</i>	1,036,200,000	40.72	1,668,062,752	52.44
Sub-total for the Underwriter and parties acting in concert with it	1,036,200,000	40.72	1,668,062,752	52.44
Trinity Grace Limited <i>(Note 4)</i>	496,500,000	19.51	496,500,000	15.61
Sub-total for the Substantial Shareholders	1,532,700,000	60.23	2,164,562,752	68.05
<b>Public Shareholders</b>	1,012,087,999	39.77	1,016,422,246	31.95
<b>Total</b>	<u>2,544,787,999</u>	<u>100</u>	<u>3,180,984,998</u>	<u>100</u>

*Notes:*

- As at the date of this announcement, (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 all the Shares held by the Underwriter.
- The Underwriter has subscribed for (i) all its entitlement (being 259,050,000 Offer Shares) under the Open Offer; and (ii) 372,812,752 Untaken Shares pursuant to the Underwriting Agreement.
- Mr. Han is an executive Director and the chairman of the Company.
- 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, 7 September 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.*