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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)

(as Issuer)

VOLUNTARY ANNOUNCEMENT

COMMENCEMENT OF TENDER OFFER FOR OUTSTANDING U.S.\$900,000,000 5.375 % NOTES DUE 2019

(Stock Code: 5824)

Offeror and Sole Dealer Manager

HSBC  **滙豐**

The Board is pleased to announce that, on 5 January 2017, the Offeror commenced the Tender Offer with respect to the Notes.

The Issuer has mandated HSBC as the Sole Dealer Manager in relation to the Tender Offer. The Issuer has also mandated D.F. King Ltd. as the Information and Tender Agent.

The Tender Offer will begin on 5 January 2017 and will expire at 3:00 p.m. London time on 12 January 2017, unless extended or earlier terminated by the Offeror in its sole and absolute discretion.

With respect to the Notes validly tendered and accepted by the Offeror pursuant to the Tender Offer, the total amount that will be paid to each Noteholder on the relevant settlement date for the Notes accepted for purchase from such Noteholder will be an amount (rounded to the nearest U.S.\$0.01, with half a cent rounded upwards) equal to the Tender Consideration.

The Accrued Interest Amount will be calculated in accordance with the terms and conditions of the Notes and paid to each Noteholder who has validly tendered the Notes for purchase (and whose offer to sell been accepted) pursuant to the Tender Offer.

The Tender Offer is being made upon the terms and subject to the conditions set forth in the Tender Offer Memorandum.

Notwithstanding anything to the contrary contained herein, but subject to applicable law, the Offeror may in its sole discretion extend, re-open, amend, waive any condition of or terminate Tender Offer at any time before any acceptance by it of the Notes tendered for purchase in the Tender Offer.

Except (i) where the Offeror determines that additional withdrawal rights are required by law or (ii) as described in the Tender Offer Memorandum, the Notes validly tendered are irrevocable.

Concurrent with the Tender Offer, the Issuer intends to issue the New Notes, the consummation of which is subject to market conditions.

For detailed descriptions of the terms and conditions of the Tender Offer, Noteholders should refer to the Tender Offer Memorandum, which will be distributed in electronic format to Noteholders and is available, upon registration, from <https://sites.dfkingltd.com/nwd>.

Noteholders and potential investors should note that completion of the Tender Offer is subject to the fulfilment or waiver of the conditions to the Tender Offer as set forth in the Tender Offer Memorandum and summarised in this announcement. No assurance can be given that the Tender Offer will be completed and the Offeror reserves the right, in its sole discretion, to extend, re-open, withdraw or terminate the Tender Offer and amend or waive any of the terms and conditions of the Tender Offer at any time before such announcement and may, in its sole and absolute discretion, waive any of the conditions to the Tender Offer either before or after such announcement. As the Tender Offer may or may not proceed, Noteholders and potential investors should exercise caution when dealing in the securities of the Issuer.

INTRODUCTION TO THE TENDER OFFER

The Board is pleased to announce that, on 5 January 2017, the Offeror commenced the Tender Offer with respect to the Notes in accordance with the terms and conditions as set out in the Tender Offer Memorandum and as summarised under the “*Summary of Terms of the Tender Offer*” section.

The obligations of the Offeror to purchase the Notes pursuant to the Tender Offer is conditional upon the satisfaction or waiver of certain conditions as described in the Tender Offer Memorandum, including but not limited to the Financing Condition. The Offeror also reserves the right at any time to waive any or all of the conditions of the Tender Offer as set out in the Tender Offer Memorandum.

A Noteholder that wishes to subscribe for New Notes in addition to tendering the Notes for purchase pursuant to the Tender Offer will receive priority in the allocation of such New Notes, subject to the completion of the Tender Offer and the satisfaction or waiver of the Financing Condition and as set out in the Tender Offer Memorandum. To receive priority in the allocation of New Notes, a Noteholder must (i) contact the Sole Dealer Manager to obtain a unique reference number (the "**Allocation Code**"), to be quoted in the Tender Instructions, in accordance with the procedures of the relevant Clearing System and (ii) make an application to a Joint Lead Manager for the purchase of such New Notes in accordance with the standard new issue procedures of such Joint Lead Manager. Allocation Codes may only be requested prior to the pricing of the New Notes.

Notwithstanding anything to the contrary contained herein, but subject to applicable law and as provided in the Tender Offer Memorandum, the Offeror may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Tender Offer at any time before any acceptance by it of the Notes tendered for purchase in the Tender Offer. Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in the Tender Offer Memorandum as promptly as practicable after the relevant decision is made.

Except (i) where the Offeror determines that additional withdrawal rights are required by law or (ii) as described in the Tender Offer Memorandum, the Notes validly tendered are irrevocable.

The Tender Offer is not being made within, and the Tender Offer Memorandum is not for distribution in or into, the United States. The Tender Offer Memorandum is not an offer of securities for sale in the United States or any other jurisdiction where it is unlawful to offer securities for sale. Securities may not be offered, sold or delivered in the United States absent registration or an exemption from registration.

SUMMARY OF TERMS OF THE TENDER OFFER

The price payable per U.S.\$1,000 in principal amount of the Notes will be U.S.\$1,053.75 (the "**Purchase Price**"), being 105.375% of the principal amount. In respect of any Notes accepted for purchase, the Offeror will also pay an amount equal to any interest accrued and unpaid on the Notes from (and including) the immediately preceding interest payment date for the Notes to (but excluding) the Tender Settlement Date (the "**Accrued Interest**").

Description of the Notes ¹	ISIN	Aggregate Principal Amount Outstanding	Purchase Price	Amount subject to the Tender Offer
U.S.\$900,000,000 5.375% notes due November 2019	XS1133586963	U.S.\$900,000,000	U.S.\$1,053.75 per U.S.\$1,000 in principal amount, being 105.375% of the principal amount	Any and All

1. In order to participate in, and be eligible to receive the Tender Consideration pursuant to the Tender Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent by 3:00 p.m. (London time) on 12 January 2017 (the "**Expiration Deadline**"). Tender Instructions must be submitted in respect of a minimum principal amount of the Notes of no less than the Minimum Denomination of U.S.\$200,000, and may be submitted in integral multiples of U.S.\$1,000 thereafter. Tender Instructions which relate to a principal amount of the Notes of less than the Minimum Denomination will be rejected.

According to the terms and conditions of the Tender Offer Memorandum, with respect to the Notes validly tendered and accepted by the Offeror pursuant to the Tender Offer, the total amount that will be paid to each Noteholder on the relevant settlement date for the Notes accepted for purchase from such Noteholder will be an amount (rounded to the nearest U.S.\$0.01, with half a cent rounded upwards) equal to the Tender Consideration.

The Accrued Interest Amount will be calculated in accordance with the terms and conditions of the Notes and paid to each Noteholder who has validly tendered the Notes for purchase (and whose offer to sell been accepted) pursuant to the Tender Offer.

Except (i) where the Offeror determines that additional withdrawal rights are required by law or (ii) as described in the Tender Offer Memorandum, the Notes validly tendered are irrevocable.

Prior to giving effect to the Tender Offer, the aggregate principal amount of the Notes that are outstanding is U.S.\$900,000,000.

INDICATIVE TIMETABLE

The following is an indicative timetable showing one possible outcome for the timing of the Tender Offer based on the dates in the Tender Offer Memorandum, subject to the right of the Offeror to extend, re-open, amend, and/or terminate the Tender Offer (subject to applicable law and as provided in the Tender Offer Memorandum). The indicative timetable is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing in the Tender Offer Memorandum.

Custodians, Direct Participants and Clearing Systems will have deadlines prior to the Expiration Deadline for receiving instructions from Noteholders to participate in, or (where permitted) to withdraw prior instructions to participate in, the Tender Offer and a Noteholder should contact any such intermediary through which it holds its Notes as soon as possible to ensure the proper and timely delivery of such instructions.

5 January 2017 *Announcement and Commencement of the Tender Offer*

Tender Offer Memorandum available from the Sole Dealer Manager and the Information and Tender Agent.

3:00 p.m. on 12 January 2017 (London time) *Expiration Deadline*

Deadline for receipt of valid Tender Instructions by the Information and Tender Agent in order for Noteholders to be able to participate in the Tender Offer.

As promptly as practicable after the ***Announcement of Results***
Expiration Deadline

Announcement of the aggregate principal amount of the Notes to be accepted for purchase on the Tender Settlement Date and the Tender Consideration.

13 January 2017

Tender Settlement Date

Expected settlement date in respect of the Notes validly tendered and accepted prior to the Expiration Deadline.

Unless stated otherwise, announcements in connection with the Tender Offer will be made (i) by publication on a recognised financial news service or services (e.g. Reuters/Bloomberg) as selected by the Offeror and/or (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. The Issuer will make announcements in respect of the Tender Offer by publication on the website of the Stock Exchange (www.hkex.com.hk).

CONDITIONS OF THE TENDER OFFER

The obligation of the Offeror to purchase Notes pursuant to the Tender Offer is conditional upon the satisfaction or waiver of certain conditions described in the Tender Offer Memorandum under "*Further Information and Terms and Conditions of the Issuer - Conditions of the Offer*", including the Financing Condition. The Tender Offer Memorandum will be distributed in electronic format to Noteholders and is available, upon registration, from <https://sites.dfkingltd.com/nwd>.

The conditions described above and in the Tender Offer Memorandum are solely for the benefit of the Offeror, and may be asserted by the Offeror regardless of the circumstances giving rise to any such condition, and, where possible, may be waived by the Offeror, in whole or in part, at any time and from time to time before the Expiration Deadline. Any failure by the Offeror at any time to exercise any of its rights will not be deemed a waiver of any other right, and each right will be deemed an ongoing right which may be asserted at any time and from time to time.

PURPOSE OF THE TENDER OFFER

The purpose of the Tender Offer is to (i) improve and extend the Issuer's debt maturity profile; (ii) reduce the Issuer's financing costs; and (iii) support the Issuer's long term growth strategy in China.

FINANCING OF THE TENDER OFFER

Concurrent with the Tender Offer, the Issuer intends to issue the New Notes, the consummation of which is subject to market conditions. The Issuer intends to use the net proceeds from the New Notes to (i) to purchase the Notes validly tendered pursuant to the Tender Offer from the Offeror and (ii) for general corporate purposes. If the Issuer is unable to effect the debt offering on terms and conditions satisfactory to it, it shall not be required to

accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered Notes, and may terminate the Tender Offer.

A Noteholder that wishes to subscribe for the New Notes in addition to tendering the Notes for purchase pursuant to the Tender Offer will receive priority in the allocation of such New Notes, subject to the completion of the Tender Offer and the satisfaction or waiver of the Financing Condition and as set out herein.

To receive priority in the allocation of New Notes, a Noteholder must (i) contact the Sole Dealer Manager to obtain an Allocation Code, to be quoted in the Tender Instructions, in accordance with the procedures of the relevant Clearing System and (ii) make an application to a Joint Lead Manager for the purchase of such New Notes in accordance with the standard new issue procedures of such Joint Lead Manager.

FURTHER DETAILS

For a detailed statement of the terms and conditions of the Tender Offer, Noteholders should refer to the Tender Offer Memorandum.

The Issuer has retained the Sole Dealer Manager for the Tender Offer pursuant to The Dealer Manager Agreement. The Issuer has engaged D.F. King Ltd. as the Information and Tender Agent for the Tender Offer.

The Tender Offer Memorandum will be distributed in electronic format to Noteholders. Any question or request for assistance concerning any of the terms of the Tender Offer should be directed to the Sole Dealer Manager (HSBC (liability.management@hsbcib.com; +852 2822 4100 / +44 20 7992 6237). Any requests for additional copies of the Tender Offer Memorandum should be directed to the Sole Dealer Manager or the Information and Tender Agent (D.F. King Ltd. (nwd@dfkingltd.com; +852 3953 7230 / +44 20 7920 9700) or by visiting <https://sites.dfkingltd.com/nwd>).

GENERAL

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Issuer or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act, or the securities laws of any state of the United States or other jurisdiction and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. This announcement is provided to you because you are a person outside of the United States in accordance with Regulation S. Nothing in this announcement shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement, including, among others, those statements relating to the Tender Offer are based on current expectations. These statements are not guarantees of future events or results.

Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for each series of Notes, changes in the business and financial condition of the Issuer and its subsidiaries, changes in the property industry, and changes in the capital markets in general.

The distribution of the Tender Offer Memorandum is restricted by law in certain jurisdictions. Persons into whose possession the Tender Offer Memorandum comes are required to inform themselves of and to observe any of these restrictions. The Tender Offer Memorandum does not constitute, and may not be used in connection with, an offer to buy the Notes or a solicitation to sell the Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorised or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Issuer and the Sole Dealer Manager do not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

Until the Offeror announces whether it has decided to accept valid tenders of the Notes pursuant to the Tender Offer, no assurance can be given that the Tender Offer will be completed. In addition, subject to applicable law and as provided in the Tender Offer Memorandum, the Offeror may, in its sole discretion, extend, re-open, amend or terminate the Tender Offer at any time before the announcement referred to above and may, in its sole discretion, waive any of the conditions to the Tender Offer either before or after such announcement. As the Tender Offer may or may not proceed, Noteholders and potential investors should exercise caution when dealing in the securities of the Issuer.

DEFINITIONS

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

- “Accrued Interest” interest accrued and unpaid on the Notes from (and including) the immediately preceding interest payment date for the Notes to (but excluding) the Tender Settlement Date
- “Accrued Interest Amount” an amount of cash (rounded to the nearest U.S.\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on the Notes validly tendered for purchase by a Noteholder and accepted by the Offeror
- “Allocation Code” a unique reference number that a Noteholder must obtain to receive priority in the allocation of New Notes
- “Board” the board of Directors

“Clearing System Notice”	the "Deadlines and Corporate Events" or similar form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the Tender Offer Memorandum informing Direct Participants of the procedures to be followed in order to participate in the Tender Offer
“Clearing Systems”	Clearstream, Luxembourg and Euroclear, and “Clearing System” means any one of them
“Clearstream, Luxembourg”	Clearstream Banking S.A.
“Dealer Manager Agreement”	the dealer manager agreement dated 5 January 2017 between the Issuer and the Sole Dealer Manager
“Directors”	directors of the Issuer
“Direct Participant”	each person shown in the records of the Clearing Systems as a Noteholder (except for either Clearing System in its capacity as an accountholder of the other Clearing System)
“Euroclear”	Euroclear Bank S.A./N.V.
“Expiration Deadline”	3:00 p.m. (London time) on 12 January 2017
“Financing Condition”	whether the Offeror will accept for purchase Notes validly tendered in the Tender Offer set out in the Tender Offer Memorandum is subject to (i) the pricing of the New Notes and (ii) the signing of the Subscription Agreement
“Guarantor”	New World Development Company Limited (新世界發展有限公司), a parent company of the Issuer and a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 17)
“Hong Kong”	The Hong Kong Special Administrative Region
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Information and Tender Agent”	D.F. King Ltd.

“Joint Lead Managers”	the Sole Dealer Manager and any other joint lead managers appointed by the Issuer and the Guarantor in connection with the offering of the New Notes
“Minimum Denomination”	U.S.\$200,000
“New Notes”	The United States dollar denominated fixed rate notes, expected to be issued by the Issuer and guaranteed by the Guarantor on the terms set out in the Subscription Agreement
“Noteholder”	A holder of the Notes
“Notes”	U.S.\$900,000,000 5.375% notes due 2019 issued by the Issuer (ISIN: XS1133586963) (Stock Code: 5824)
“Offeror”	HSBC
“Purchase Price”	the price payable by the Issuer for the Notes validly tendered in the Tender Offer and accepted for purchase, being U.S.\$1,053.75 per U.S.\$1,000 in principal amount of the Notes or 105.375% of the aggregate principal amount of such Notes
“Regulation S”	Regulation S under the U.S. Securities Act
“Sole Dealer Manager”	HSBC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement expected to be entered into by the Issuer, the Guarantor and the Joint Lead Managers for the purchase of, and subscription for, the New Notes
“Tender Consideration”	An amount in U.S. dollars equal to the sum of (1) the product of (x) the Purchase Price and (y) the principal amount of the Notes accepted for purchase, divided by U.S.\$1,000 and (2) the Accrued Interest Amount in respect of such U.S.\$1,000 principal amount of the Notes; rounded, if necessary, to the nearest U.S.\$0.01, with half a cent being rounded upwards

“Tender Instruction”	the electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via the relevant Clearing System and in accordance with the requirements of such Clearing System by the relevant deadline in order for Noteholders to be able to participate in the Tender Offer
“Tender Offer”	the invitation by the Offeror to Noteholders to tender their Notes for purchase by the Offeror for cash, on the terms and subject to the conditions set out in the Tender Offer Memorandum
“Tender Offer Memorandum”	the tender offer memorandum, dated 5 January 2017 prepared in connection with the Tender Offer
“Tender Settlement Date”	13 January 2017
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	United States Securities Act of 1933, as amended
“U.S.\$”	United States dollar, the lawful currency of the United States
“%”	per cent.

On behalf of the Board
New World China Land Limited
Cheng Kar-Shun, Henry
Chairman and Managing Director

Hong Kong, 5 January 2017

As at the date of this announcement, the directors of New World China Land Limited are Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kar-Shing, Peter, Mr. 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.