

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or otherwise transferred all your securities in **New World China Land Limited**, you should at once hand this Notice to the purchaser(s) or transferee(s), licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The Offers were made for the securities of a Cayman Islands company and while the Offers were subject to Hong Kong disclosure and procedural requirements, investors should be aware that these requirements are different from those of the United States of America. For further information, please refer to previous public announcements concerning the Offers and the Composite Document for details.

Easywin Enterprises Corporation Limited **(義榮企業有限公司)**

Notice of compulsory acquisition of the shares of New World China Land Limited

*Incorporated in the Cayman Islands with limited liability (Stock Code 0917)
(Section 88(1) of the Companies Law (Cap. 22 (Law 3 of 1961) as consolidated and amended) of
the Cayman Islands (the “Companies Law”))*

Following
the voluntary conditional cash offers
by The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”)
on behalf of
Easywin Enterprises Corporation Limited (“**Offeror**”),
to acquire all of the issued shares of
New World China Land Limited (“**NWCL**”)
(other than those shares already held by the Offeror
and New World Development Company Limited (“**NWD**”))
and to cancel all of the outstanding share options of NWCL

To: The NWCL Offer Shareholders holding the Remaining Offer Shares (as defined below)
 (“**Remaining Offer Shareholders**”)

INTRODUCTION

On 6 January 2016, NWD, the Offeror and NWCL issued a joint announcement (the “**Joint Announcement**”) in respect of the voluntary conditional cash offers by HSBC on behalf of the Offeror to acquire all of the issued shares of NWCL (other than those shares already held by the Offeror and NWD) (the “**Offer Shares**”) and for the cancellation of all the outstanding share

options of NWCL. On 27 February 2016, NWD, the Offeror and NWCL issued a composite offer and response document (the “**Composite Document**”) pursuant to which HSBC, on behalf of the Offeror, made a voluntary conditional cash offer for the Offer Shares at HK\$7.80 per Offer Share (the “**Share Offer**”).

At 4:00 p.m. on 5 April 2016, being the latest time for acceptance of the Share Offer, the Offeror had received, in response to the Share Offer, valid acceptances thereof equating to 2,688,518,264 Offer Shares, being approximately 98.65% of the Offer Shares. As disclosed in the joint announcement of NWD, the Offeror and NWCL dated 5 April 2016 (the “**Final Closing Announcement**”), the Offeror will privatise NWCL by exercising its rights, pursuant to section 88 of the Companies Law, to compulsorily acquire (the “**Compulsory Acquisition**”) those Offer Shares not acquired by the Offeror under the Share Offer (the “**Remaining Offer Shares**”).

Unless otherwise defined, terms undefined herein shall have the meanings ascribed to them in the Composite Document and/or the Final Closing Announcement.

NOTICE OF COMPULSORY ACQUISITION

Pursuant to section 88(1) of the Companies Law, the Offeror, having received valid acceptances of the Share Offer in respect of not less than ninety per cent of the Offer Shares, hereby gives you notice that:

- (a) the Offeror will acquire all of the Remaining Offer Shares registered in your name on the Record Date (as defined below); and
- (b) unless an application to object to the Compulsory Acquisition is made to the Grand Court of the Cayman Islands (the “**Court**”) by you (or another Remaining Offer Shareholder) within one month from the date of this Notice and such objection is ultimately upheld by the Court, the Offeror will be entitled and bound to acquire your Remaining Offer Shares at HK\$7.80 per Remaining Offer Share (the “**Compulsory Acquisition Consideration**”) in cash in accordance with the terms of the Share Offer and as set out below.

The Remaining Offer Shares will be acquired by the Offeror at the date of completion of the Compulsory Acquisition (the “**Completion Date**”) free from all rights of pre-emption, options, liens, claims, equities, charges, encumbrances and any other third party rights of any nature and together with all rights attached to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after 5 April 2016, being the Final Closing Date.

Section 88 of the Companies Law is set out in the Appendix to this Notice.

If you are in doubt as to your rights and obligations under the Cayman Islands Companies Law in respect of the Compulsory Acquisition, you should consult a solicitor or other professional adviser qualified to advise on matters of Cayman Islands law.

PROCEDURES FOR TRANSFER AND SETTLEMENT

To facilitate the despatch of the Compulsory Acquisition Consideration (less seller's ad valorem stamp duty) to the Remaining Offer Shareholders, the register of members of NWCL will be closed from Thursday, 28 July 2016 to Tuesday, 2 August 2016 (both dates inclusive). Remaining Offer Shareholders whose names appear on the register of members of NWCL on Thursday, 28 July 2016 (the "**Record Date**") will be entitled to receive the Compulsory Acquisition Consideration (less seller's ad valorem stamp duty).

On 29 July 2016, the Offeror will pay to NWCL the aggregate consideration (less seller's ad valorem stamp duty) due to the Remaining Offer Shareholders. NWCL will hold such sum in a separate bank account on trust for these Remaining Offer Shareholders until the earlier of (i) the Remaining Offer Shareholders are paid HK\$7.80 per Remaining Offer Share (less seller's ad valorem stamp duty) in accordance with the terms of the Share Offer; and (ii) the expiry of six years from the Completion Date.

If your name appears on the register of members of NWCL on the Record Date, NWCL will on 29 July 2016 execute, as your agent, a consolidated transfer form and a sold note in respect of all the Remaining Offer Shares (which will include the Remaining Offer Shares registered in your name on the Record Date) for the purposes of stamping and payment of stamp duty. Following the execution and stamping of the transfer documentation, on the Completion Date, which is expected to be 3 August 2016, the register of members of NWCL will be updated to record the Offeror as the registered holder of all the Remaining Offer Shares (which will include the Remaining Offer Shares registered in your name on the Record Date), thereby transferring those shares to the Offeror. The share certificates for the Remaining Offer Shares registered in your name will be deemed cancelled and will no longer be the evidence of title to the shares of NWCL with effect from the Completion Date. Thereafter, in around mid-August 2016, a cheque will be despatched to you, by ordinary post and at your own risk, consisting of the Compulsory Acquisition Consideration (less seller's ad valorem stamp duty) payable to you in respect of the Remaining Offer Shares registered in your name on the Record Date.

By Order of the Board

For and on behalf of

Easywin Enterprises Corporation Limited

(義榮企業有限公司)

Dr. Cheng Kar-Shun, Henry

Director

Dated: 28 June 2016

Appendix

Section 88 of the Companies Law (2013 Revision) of the Cayman Islands

Power to acquire shares of dissentient shareholders

88. (1) Where a scheme or contract involving the transfer of shares or any class of shares in a company (in this section referred to as “the transferor company”) to another company, whether a company within the meaning of this Law or not (in this section referred to as “the transferee company”) has, within four months after the making of the offer in that behalf by the transferee company, been approved by the holders of not less than ninety per cent in value of the shares affected, the transferee company may, at any time within two months after the expiration of the said four months, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire his shares, and where such notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given, the Court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.
- (2) Where a notice has been given by the transferee company under this section and the Court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given or, if an application to the Court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the transferor company and pay or transfer to the transferor company the amount or other consideration representing the price payable by the transferee company for the shares which by virtue of this section that company is entitled to acquire, and the transferor company shall thereupon register the transferee company as the holder of those shares.
- (3) Any sums received by the transferor company under this section shall be paid into a separate bank account, and any such sums and any other consideration so received shall be held by that company on trust for the several persons entitled to the shares in respect of which the said sum or other consideration were respectively received.
- (4) In this section —
- “dissenting shareholder” includes a shareholder who has not assented to the scheme or contract and any shareholder who has failed or refused to transfer his shares to the transferee company, in accordance with the scheme or contract.

Note: “Court” is defined to mean the Grand Court of the Cayman Islands by section 2(1) of the Companies Law.