

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 in effect (Notice of completion)
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
Easien 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

PROCEDURES FOR TRANSFER AND SETTLEMENT

To facilitate the despatch of the Compulsor 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 Compulsor 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 offeror's name appears on the register of members of NWCL on the Record Date, NWCL will on 29 July 2016 execute, as offeror's 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 offeror's 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 offeror's name on the Record Date), thereby transferring those shares to the Offeror. The

Appendi

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 60 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 12 months after the expiration of the said 60 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 is 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 in respect 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 are 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.