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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)

(Stock Code: 917)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the shareholders of New World China Land Limited (the “**Company**”) will be held at Meeting Room N201 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong, at 12:15 p.m. on Wednesday, 17 February 2016 for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) the sale and purchase agreement dated 29 December 2015 entered into between (i) New World Development (China) Limited and (ii) Shengyu (BVI) Limited (the “**Guiyang SP Agreement**”) (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the disposal by New World Development (China) Limited of interests in the property project in Jinyang New District, Guiyang, the PRC and the transactions contemplated thereunder, details of which are described in the Company’s circular dated 19 January 2016 (a copy of which marked “C” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), be and are hereby approved, ratified and confirmed;
- (B) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Guiyang SP Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and
- (C) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Guiyang SP Agreement.”

2. “**THAT:**

- (A) the sale and purchase agreement dated 29 December 2015 entered into between (i) New World Development (China) Limited and (ii) Shengyu (BVI) Limited (the “**Chengdu SP Agreement**”) (a copy of which marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the disposal by New World Development (China) Limited of interests in the property project in Shuangliu County, Chengdu, the PRC, and the transactions contemplated thereunder, details of which are described in the Company’s circular dated 19 January 2016 (a copy of which marked “C” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), be and are hereby approved, ratified and confirmed;
- (B) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Chengdu SP Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and
- (C) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Chengdu SP Agreement.”

3. In order to be valid, the proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong at Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Meeting or any adjournment thereof. In the event that a member of the Company attends the Meeting in person after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
4. A form of proxy for use at the Meeting is enclosed.
5. The ordinary resolutions as set out above will be determined by way of a poll.
6. As at the date of this notice (a) the executive directors of the Company are Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kar-Shing, Peter, Dr. 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; and (b) the independent non-executive directors of the Company are Dr. Cheng Wai-Chee, Christopher, Hon. Tien Pei-Chun, James, Mr. Lee Luen-Wai, John and Mr. Ip Yuk-Keung, Albert.