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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities. Potential investors should read the prospectus dated June 17, 2014 (the “**Prospectus**”) issued by China New City Commercial Development Limited (the “**Company**”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares being offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, on state of the United States and District of Columbia). This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in the United States. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933 (as amended) (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company does not intend to register its securities under the U.S. Securities Act or to engage in a public offering of its securities in the United States.*

*In connection with the Global Offering, BOCOM International Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be conducted at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, July 20, 2014 being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.*

*Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



# China New City Commercial Development Limited 中國新城市商業發展有限公司

*(incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	468,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	46,800,000 Shares (subject to adjustment)
Number of Reserved Shares under the Preferential Offering	:	47,352,700 Shares (subject to re-allocation)
Number of International Offer Shares	:	373,847,300 Shares (subject to adjustment, re-allocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$2.92 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.10 per Share
Stock code	:	1321

Sole Global Coordinator and Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalization Issue and the Global Offering, as further described in the Prospectus. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, June 27, 2014, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, June 27, 2014. In the event that the Over-allotment Option (comprising up to 70,200,000 Shares representing 15% of the number of Offer Shares initially being offered under the Global Offering) is exercised, an announcement will be made by the Company on the Company's website at [www.chinanewcity.com.cn](http://www.chinanewcity.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering initially comprises the Hong Kong Public Offering of 46,800,000 Shares (subject to adjustment) representing 10% of the total number of Offer Shares under the Global Offering and the International Offering of 373,847,300 Shares (subject to adjustment, reallocation and the Over-allotment Option) representing approximately 79.9% of Offer Shares under the Global Offering. The Preferential Offering to Qualifying Zhong An Shareholders comprises 47,352,700 Shares (subject to reallocation) representing approximately 10.1% of Offer Shares under the Global Offering, which will be offered as an Assured Entitlement out of the Shares under the International Offering. The allocation of the Share between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.92 per Offer Share and is currently expected to be not less than HK\$2.12 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.92 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.92 per Offer Share.

**Applications for the Offer Share will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.**

Applicants who would like to be allocated Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) through the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into Central Clearing and Settlement System ("CCASS") for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS. Qualifying Zhong An Shareholders who wish to be allocated the Reserved Shares under the Preferential Offering should apply by completing and signing the **BLUE** Application Form.

Copies of the Prospectus, together with the **WHITE** Application Form may be obtained during normal business hours from 9:00 a.m. on Tuesday, June 17, 2014 until 12:00 noon on Friday, June 20, 2014 from:

1. the following address of the Sole Global Coordinator:

**BOCOM International Securities Limited,**  
at 9/F., Man Yee Building,  
68 Des Voeux Road Central,  
Hong Kong.

2. any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch:

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	King's Road Sub-Branch	67-71 King's Road
	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road, Chaiwan
	Wanchai Sub-Branch	G/F., 32-34 Johnston Road
Kowloon	Kowloon Sub-Branch	G/F., 563 Nathan Road
	Shamshuipo Sub-Branch	Shop G1, G/F., Golden Centre, 94 Yen Chow Street, Sham Shui Po
	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road, Tsimshatsui
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Tai Po Sub-Branch	Shop No.1, G/F., Wing Fai Plaza, 29-35 Ting Kok Road, Tai Po
	Shatin Sub-Branch	Shop No.193, Level 3, Lucky Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, June 17, 2014 until 12:00 noon on Friday, June 20, 2014 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong, or from your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. – China New City Public Offer" attached, should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying through the **HK eIPO White From** service may submit applications through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Tuesday, June 17, 2014 until 11:30 a.m. on Friday, June 20, 2014 or such later time as described in the section headed "*How to Apply for Hong Kong Offer Shares and Reserved Shares – D. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus (24 hours daily, except on the last application day).

A **BLUE** Application Form will be despatched to each Qualifying Zhong An Shareholder on Tuesday, June 17, 2014. Electronic copies of the Prospectus can be viewed from the websites of the Company at [www.chinanewcity.com.cn](http://www.chinanewcity.com.cn) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEnews > Listed Company Information > Latest Listed Company Information*” section. Qualifying Zhong An Shareholders who require a replacement **BLUE** Application Form should contact Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong or on its hotline 2980 1333. Printed copies of the Prospectus can be collected from the offices of the designated receiving bank or the office of the Sole Global Coordinator as stated above.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, June 17, 2014 until 12:00 noon on Friday, June 20, 2014. The application lists will open from 11:45 a.m. to 12:00 noon on Friday, June 20, 2014 (or such later date as may apply in case of certain bad weather conditions as described in “How to Apply for Hong Kong Offer Shares and Reserved Shares – D. Effect of bad weather on the opening of the application lists” in the Prospectus).

Please refer to the sections headed “*Structure of the Global Offering*” and “*How to Apply for Hong Kong Offer Shares and Reserved Shares*” in the Prospectus, respectively, for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expect to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Preferential Offering, and the basis of allocations of the Hong Kong Offer Shares and the Reserved Shares on Thursday, June 26, 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the websites of the Company at [www.chinanewcity.com.cn](http://www.chinanewcity.com.cn) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). The results of allocations (with the successful applicants’ identification document numbers, where applicable) under the Hong Kong Public Offering and the Preferential Offering will be made available through a variety of channels from Thursday, June 26, 2014 as described in the section “How to Apply for the Hong Kong Offer Shares and Reserved Shares – E. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, June 27, 2014, provided that the Global Offering has become unconditional in all respects and the right of termination under the Underwriting Agreements as described in the section headed “Underwriting – Grounds for termination by the Hong Kong Underwriters” in the prospectus has not been exercised. No receipt will be issued for sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, June 27, 2014. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1321.

By Order of the Board  
**China New City Commercial Development Limited**  
中國新城市商業發展有限公司  
**Jin Ni**  
*Director*

Hong Kong, June 17, 2014

*As at the date of this announcement, the Board of Directors of the Company comprises Ms. Jin Ni, Mr. Li Chu and Ms. Tang Yiyang, as executive Directors; Mr. Shi Kancheng (alias Shi Zhongan), as non-executive Director; Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, as independent non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*