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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: 0917)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE CODE ON TAKEOVERS AND MERGERS IN RESPECT OF THE PROPOSED PRIVATISATION OF NEW WORLD CHINA LAND LIMITED BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT

UPDATE OF NUMBER OF RELEVANT SECURITIES

This announcement is made pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the joint announcement issued by the Offeror, NWD and New World China Land Limited (the “**Company**”) regarding the Proposal dated 13 March 2014 (the “**Joint Announcement**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Joint Announcement.

The board of directors of the Company announces that on 17 April 2014, the Company issued a total of 130,400 NWCL Shares to certain holders of NWCL Options pursuant to the exercises of NWCL Options under the Share Option Schemes, with exercise prices ranging from HK\$3.013 to HK\$3.97 per NWCL Share.

As a result, the total number of NWCL Shares in issue increased from 8,679,160,044 NWCL Shares as at 14 April 2014 to 8,679,290,444 NWCL Shares as at the date of this announcement, and the number of NWCL Options under the Share Option Schemes reduced from 33,450,906 as at 14 April 2014 to 33,320,506 as at the date of this announcement.

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company, NWD or the Offeror (including shareholders holding 5% or more of the relevant securities of the Company, NWD or the Offeror) are reminded to disclose their dealings in any securities of the Company pursuant to the Takeovers Code.

WARNINGS:

NWCL Shareholders and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. NWCL Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

By Order of the Board
Ngan Man-ying, Lynda
Company Secretary

Hong Kong, 17 April 2014

As at the date of this announcement, the executive directors of the Company 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; and 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.