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(incorporated in Hong Kong with limited liability)
(Stock Code: 0017)
(the "Offeror")

Tender offer to purchase for cash

U.S.\$600,000,000 4.75 per cent. guaranteed notes due 2027 (Common Code: 154962158; ISIN: XS1549621586) (the "NWCL Notes")

issued by

New World China Land Limited

(incorporated in the Cayman Islands with limited liability)

("NWCL")

and guaranteed by the Offeror

(Stock Code: 5343)

and

U.S.\$500,000,000 guaranteed senior perpetual capital securities (Common Code: 243561132; ISIN: XS2435611327) (the "Perpetual Securities", and together with the NWCL Notes, the "Securities")

issued by

NWD Finance (BVI) Limited

(incorporated in the British Virgin Islands with limited liability)

(the "**Perpetual Securities Issuer**", and together with NWCL, the "**Issuers**")

and guaranteed by the Offeror

(Stock Code: 5312)

RESULTS OF TENDER OFFER

Reference is made to the announcement of the Offeror dated 1 August 2024 (the "**Announcement**") in respect of the Offers. Capitalised terms used but not defined herein shall have the meanings given to them in the Announcement and the tender offer memorandum dated 1 August 2024 (the "**Tender Offer Memorandum**").

The Offers expired at 16:00 hours London time on 7 August 2024 (the "**Expiration Deadline**"). The Board of the Offeror accordingly announces that:

- (a) as at the Expiration Deadline, (i) U.S.\$247,757,000 in aggregate nominal amount of the NWCL Notes (including U.S.\$48,949,000 in aggregate nominal amount of NWCL Notes tendered pursuant to Preferred Instructions) and (ii) U.S.\$334,951,000 in aggregate nominal amount of the Perpetual Securities (including U.S.\$150,437,000 in aggregate nominal amount of Perpetual Securities tendered pursuant to Preferred Instructions), were validly tendered for purchase pursuant to the Offers;

- (b) the Offeror has accepted for purchase
 - (i) U.S.\$45,855,000 in aggregate nominal amount of the NWCL Notes (the "**Final NWCL Notes Acceptance Amount**"), being all NWCL Notes validly tendered pursuant to Preferred Instructions less the relevant Excess Amounts, representing approximately 9.09 per cent. of the outstanding nominal amount of the NWCL Notes;
 - (ii) U.S.\$108,567,000 in aggregate nominal amount of the Perpetual Securities (the "**Final Perpetual Securities Acceptance Amount**"), being all Perpetual Securities validly tendered pursuant to Preferred Instructions less the relevant Excess Amounts, representing approximately 23.92 per cent. of the outstanding nominal amount of the Perpetual Securities;
- (c) the Offeror has not accepted for purchase any NWCL Notes or Perpetual Securities tendered pursuant to Non-Preferred Instructions;
- (d) no Scaling Factor will be applied to the Securities that have been validly tendered pursuant to the Offers;
- (e) the Settlement Date of the Offers is expected to be on or around 9 August 2024, when payment of the Purchase Consideration by the Offeror will be made, all validly tendered Securities accepted for purchase by the Offeror will be surrendered by the Offeror to the relevant Issuer for cancellation and all validly tendered Securities not accepted for purchase will be returned to the relevant Holder; and
- (f) following the settlement of the Offers, U.S.\$458,366,000 in aggregate nominal amount of the NWCL Notes and U.S.\$345,314,000 in aggregate nominal amount of the Perpetual Securities will remain outstanding.

Further Details

The terms of the Offers are more fully described in the Tender Offer Memorandum. For additional information regarding the conditions of the Offer, please refer to the Tender Offer Memorandum.

The Offeror has appointed Deutsche Bank AG, Hong Kong Branch, The Hongkong and Shanghai Banking Corporation Limited, Mizuho Securities Asia Limited and UBS AG Hong Kong Branch (in alphabetical order) as the Joint Dealer Managers and Sodali & Co as the Information and Tender Agent with respect to the Offers.

Copies of the Tender Offer Memorandum and its related documents may be found on the Tender Offer Website or may be requested from the Information and Tender Agent at:

Phone (London):	+44 204 513 6933
Phone (Hong Kong):	+852 2319 4130
Email:	nwd@investor.sodali.com
Tender Offer Website:	https://projects.sodali.com/nwd

Any questions or requests for assistance concerning the Offer may be directed to the Joint Dealer Managers at:

Deutsche Bank AG, Hong Kong Branch

60/F, International Commerce Centre

1 Austin Road West, Kowloon

Hong Kong

Telephone:	+852 2203 8652
Attention:	Debt Capital Markets
E-mail:	asiasyn@list.db.com

The Hongkong and Shanghai Banking Corporation Limited

Level 17, HSBC Main Building
1 Queen's Road Central
Hong Kong

Telephone: +852 3941 0223 / +44 20 7992 6237
Attention: Liability Management
E-mail: liability.management@hsbcib.com

Mizuho Securities Asia Limited

14-15/F., K11 Atelier
18 Salisbury Road, Tsim Sha Tsui, Kowloon
Hong Kong

Telephone: +852 2685 2023 / +852 2685 2079
Attention: Debt Capital Markets
E-mail: LiabilityManagement_GC@hk.mizuho-sc.com

UBS AG Hong Kong Branch

52/F, Two International Finance Centre
8 Finance Street
Central, Hong Kong

Telephone: +852 3712 2958
Attention: Global Banking
Email: OL-LiabilityManagement-Asia@ubs.com

Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offers in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Issuers, the Joint Dealer Managers and the Information and Tender Agent to inform themselves about and to observe, any such restrictions.

By Order of the Board
Dr. Cheng Kar Shun, Henry
Chairman

Hong Kong, 8 August 2024

As at the date of this announcement, (a) the executive Directors are Dr. Cheng Kar-Shun, Henry; Dr. Cheng Chi-Kong, Adrian; Mr. Ma Siu-Cheung; Ms. Cheng Chi-Man, Sonia; Mr. Sitt Nam-Hoi; Ms. Huang Shaomei, Echo; and Ms. Chiu Wai-Han, Jenny; (b) the non-executive Directors are Mr. Doo Wai-Hoi, William; Mr. Cheng Kar-Shing, Peter; Mr. Cheng Chi-Heng; and Mr. Cheng Chi-Ming, Brian; and (c) the independent non-executive Directors are Mr. Lee Luen-Wai, John; Mr. Ip Yuk-Keung, Albert; Mr. Chan Johnson Ow; Mrs. Law Fan Chiu-Fun, Fanny; Ms. Lo Wing-Sze, Anthea; and Ms. Wong Yeung-Fong, Fonia.