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众安房产
ZHONG AN REAL ESTATE

眾安房產有限公司
ZHONG AN REAL ESTATE LIMITED
(incorporated in the Cayman Islands with limited liability)
(Stock code: 672)



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)
(Stock code: 1321)

JOINT SUPPLEMENTAL ANNOUNCEMENT

**MAJOR TRANSACTION AND
DEEMED DISPOSAL**

MAJOR TRANSACTION

IN RELATION TO ACQUISITION OF FURTHER EQUITY INTEREST IN ZHEJIANG XINNONGDOU INVOLVING ISSUE OF CONSIDERATION SHARES BY CNC

Reference is made to the joint announcements of Zhong An Real Estate Limited (“**Zhong An**”) and China New City Commercial Development Limited (“**CNC**”) dated 20 July, 9 August and 2 October 2018 and the circular of each of Zhong An and CNC both dated 30 November 2018 (collectively, the “**Circulars**”) in relation to the Acquisition. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the joint announcement of Zhong An and CNC dated 20 July 2018 (the “**Joint Announcement**”).

This announcement is intended to supplement the Circulars by providing Zhong An Shareholders and CNC Shareholders with further information on the issue of the Consideration Shares by CNC (representing 178,280,000 new CNC Shares) as Consideration for the Acquisition.

As disclosed in the Circulars, the Consideration Shares will be issued pursuant to a specific mandate sought by CNC. Having considered that the general mandate (the “**CNC General Mandate**”) to allot, issue and deal with unissued CNC Shares granted to the directors of CNC by ordinary resolution of the CNC Shareholders passed at the annual general meeting of CNC held on 5 June 2018 (the “**CNC AGM**”) is sufficient to cover the allotment and issue of the Consideration Shares, the directors of CNC has resolved to issue the Consideration Shares for the Acquisition under the CNC General Mandate instead of under a specific mandate as previously disclosed in the Joint Announcement and the Circulars.

Under the CNC General Mandate, CNC is mandated to allot, issue and deal with up to 20% of the total number of CNC Shares in issue as at the date of the CNC AGM (that is, 369,226,400 new CNC Shares, representing 20% of 1,846,132,000 CNC Shares in issue as at the date of the CNC AGM). As at the date of this announcement, the CNC General Mandate has not yet been utilised.

Except as stated above, all the information contained in the Circulars remains unchanged as at the Latest Practicable Date.

By order of the Board
Zhong An Real Estate Limited
眾安房產有限公司
Shi Kancheng
Chairperson

By order of the Board
China New City Commercial Development Limited
中國新城市商業發展有限公司
Shi Kancheng
Chairperson

The PRC, 10 December 2018

As at the date of this announcement, the Board of Zhong An comprises Mr. Shi Kancheng (Chairman), Ms. Wang Shuiyun, Ms. Shen Tiaojuan, Mr. Zhang Jiangang and Mr. Jin Jianrong as executive directors; Ms. Shen Li as non-executive director; and Professor Pei Ker Wei, Dr. Loke Yu and Mr. Zhang Huaqiao as independent non-executive directors.

As at the date of this announcement, the Board of CNC comprises Mr. Dong Shuixiao, Ms. Jin Ni and Ms. Tang Yiyan as executive directors; Mr. Shi Kancheng as non-executive director; and Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, as independent non-executive directors.