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 **恒大地產集團®**  
EVERGRANDE REAL ESTATE GROUP  
**Evergrande Real Estate Group Limited**  
恒大地產集團有限公司  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3333)

 **新傳媒集團控股有限公司**  
**NEW MEDIA GROUP HOLDINGS LIMITED**  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 708)

**ACELIN GLOBAL LIMITED**  
(a company incorporated in the British Virgin Islands with limited liability)

**JOINT ANNOUNCEMENT**  
**(1) THE SHARE PURCHASE COMPLETION;**  
**(2) COMPLETION OF THE MAJOR AND CONNECTED TRANSACTIONS**  
**AND SPECIAL DEALS;**  
**(3) PROPOSED CHANGE OF COMPANY NAME AND**  
**CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION;**  
**AND**  
**(4) CHANGE OF REGISTERED OFFICE**  
**OF THE COMPANY**

Financial adviser to the Offeror  
 **SOMERLEY CAPITAL LIMITED**

Financial adviser to the Company  
 **英皇融資有限公司**  
Emperor Capital Limited

**THE SHARE PURCHASE COMPLETION**

Reference is made to the Announcement. The board of directors of Evergrande, the Offeror and the Company are pleased to announce that the Share Purchase Completion took place on 27 February 2015. Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Sommerley Capital will make the Offer on behalf of the Offeror in compliance with the Takeovers Code.

## **COMPLETION OF THE MAJOR AND CONNECTED TRANSACTIONS AND SPECIAL DEALS**

Reference is made to the circular of the Company dated 29 January 2015 and the Company's announcement of the poll results of the GM dated 13 February 2015. The board of directors of the Company is pleased to announce that completion of the Property Disposal and New Media 9.99% Share Disposal took place on 27 February 2015. The Property Disposal consideration and the New Media 9.99% Share Disposal consideration are approximately HK\$414.7 million and HK\$10.3 million respectively. The Leaseback has become effective on 27 February 2015 upon completion of the Property Disposal and the Share Purchase Completion.

## **PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The board of directors of the Company proposes to change the name of the Company from "New Media Group Holdings Limited 新傳媒集團控股有限公司" to "Evergrande Health Industry Group Limited 恒大健康產業集團有限公司". The proposed Change of Company Name and the corresponding amendment to the Articles of Association are subject to the passing of a special resolution by the Shareholders at a general meeting of the Company and the approval by the Registrar of Companies in Hong Kong. A circular containing, among other things, the special resolution approving the proposed Change of Company Name and the corresponding amendment to the Articles of Association together with a notice convening a general meeting will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF REGISTERED OFFICE OF THE COMPANY**

The board of directors of the Company further announces that with effect from 27 February 2015, the registered office of the Company has been changed to Suites 1501–1507, One Pacific Place, 88 Queensway, Hong Kong.

## **THE SHARE PURCHASE COMPLETION**

Reference is made to the announcement dated 23 December 2014 jointly issued by Evergrande, the Offeror and New Media Group Holdings Limited (the "**Company**") in relation to, among other things, the Share Purchase Agreement and the Offer (the "**Announcement**"). Unless otherwise defined herein or the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

The board of directors of Evergrande, the Offeror and the Company are pleased to announce that the Share Purchase Completion took place on 27 February 2015. Pursuant to the terms of the Share Purchase Agreement, the Holdco Sale Share has been transferred by the Selling Shareholder to the Offeror, an indirect wholly-owned subsidiary of Evergrande. The aggregate consideration for the Holdco Sale Share of HK\$950,000,000 has been fully paid by the Offeror. As mentioned in the

Announcement, the Selling Shareholder was presumed to be acting in concert with the Offeror as the Offeror would be indebted to the Selling Shareholder if the consideration has not been paid in full upon the Share Purchase Completion pursuant to the terms of the Share Purchase Agreement. As the aggregate consideration for the Holdco Sale Share has been fully paid by the Offeror upon the Share Purchase Completion, the Selling Shareholder is no longer presumed to be acting in concert with the Offeror.

Upon the Share Purchase Completion, the Offeror, its ultimate beneficial owners and their respective concert parties together hold 647,950,000 Shares (representing approximately 74.99% of the existing issued Shares on the date of the Share Purchase Completion). Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Somerley Capital will make the Offer on behalf of the Offeror in compliance with the Takeovers Code.

### **DESPATCH OF THE COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company to combine the offer document with the offeree response document in the Composite Document.

Pursuant to consent granted by the Executive under Rule 8.2 of the Takeovers Code, the Composite Document shall be despatched to the Shareholders not later than seven days upon the Share Purchase Completion, which would be on or before 6 March 2015, or such later date as the Executive may approve. Further announcement(s) in relation to the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

### **COMPLETION OF THE MAJOR AND CONNECTED TRANSACTIONS AND SPECIAL DEALS**

Reference is made to the circular of the Company dated 29 January 2015 and the Company's announcement of the poll results of the GM dated 13 February 2015. The board of directors of the Company is pleased to announce that on 27 February 2015, completion of the Property Disposal and New Media 9.99% Share Disposal took place. The Property Disposal consideration and the New Media 9.99% Share Disposal consideration are approximately HK\$414.7 million and HK\$10.3 million, respectively. The Leaseback has become effective on 27 February 2015 upon completion of the Property Disposal and the Share Purchase Completion.

### **PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The board of directors of the Company proposes to change the name of the Company from “New Media Group Holdings Limited 新傳媒集團控股有限公司” to “Evergrande Health Industry Group Limited 恒大健康產業集團有限公司” (the “**Change of Company Name**”).

The Articles of Association of the Company (the “**Articles of Association**”) will also be required to be amended in relation to the proposed Change of Company Name. The board of directors of the Company has resolved to propose the following amendment to Article 3 of the Articles of Association to be passed as a special resolution at the forthcoming general meeting:

**Original Article 3**

The name of the Company is  
“New Media Group Holdings Limited  
新傳媒集團控股有限公司”.

**Modified Article 3**

The name of the Company is  
“Evergrande Health Industry Group Limited  
恒大健康產業集團有限公司”.

A circular containing, among other things, the special resolution approving the proposed Change of Company Name and the corresponding amendment to the Articles of Association together with a notice convening a general meeting will be despatched to the Shareholders as soon as practicable.

**Reasons for the Proposed Change of Company Name**

The board of directors of the Company believes that the new name of the Company will not only provide the Company with fresh corporate identity resulting from the change of controlling Shareholder, but will also better reflect the new business strategy of the Company to be adopted by the Offeror. The board of directors of the Company is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

**Conditions for the Proposed Change of Company Name**

The Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at a general meeting of the Company approving the proposed Change of Company Name and the corresponding amendment to the Articles of Association; and
- (b) the Registrar of Companies in Hong Kong approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the “Certificate of Change of Name” is issued by the Registrar of Companies in Hong Kong.

**Effects of The Proposed Change of Company Name**

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall, after the Change of Company Name becomes effective, continue to be evidence of the title of the securities and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free

exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

## **General**

A general meeting will be convened to consider and, if thought fit, approve the proposed Change of Company Name and the corresponding amendment to the Articles of Association. A circular containing, among other things, the special resolution approving the proposed Change of Company Name and the corresponding amendment to the Articles of Association together with a notice convening a general meeting will be despatched to the Shareholders as soon as practicable. Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the results of such general meeting, the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

## **CHANGE OF REGISTERED OFFICE OF THE COMPANY**

The board of directors of the Company further announces that with effect from 27 February 2015, the registered office of the Company has been changed to Suites 1501–1507, One Pacific Place, 88 Queensway, Hong Kong.

By order of the board of directors of  
**Evergrande Real Estate Group Limited**  
**Hui Ka Yan**  
*Chairman*

By order of the board of directors of  
**New Media Group Holdings Limited**  
**Percy Hughes, Shirley**  
*Executive Director and Chief Executive Officer*

By order of the sole director of  
**Acelin Global Limited**  
**Huang Xiangui**  
*Director*

Hong Kong, 27 February 2015

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

*As at the announcement date, the sole director of the Offeror is Mr. Huang Xiangui.*

*As at the announcement date, the executive directors of Evergrande are Mr. Hui Ka Yan, Mr. Xia Haijun, Ms. He Miaoling, Mr. Tse Wai Wah, Mr. Xu Wen and Mr. Huang Xiangui; and the independent non-executive directors are Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the announcement date, the executive directors of the Company are Ms. Percy Hughes, Shirley, Mr. Lee Che Keung, Danny, Mr. Wong Chi Fai and Ms. Fan Man Seung, Vanessa; and the independent non-executive directors are Ms. Hui Wai Man, Shirley, Ms. Kwan Shin Luen, Susanna and Ms. Chan Sim Ling, Irene.*