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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares in the Company.*

 **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**

- (I) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFER BY SOMERLEY CAPITAL LIMITED FOR AND ON BEHALF OF ACELIN GLOBAL LIMITED FOR ALL THE ISSUED SHARES IN NEW MEDIA GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT);**
- (II) RESULTS OF THE OFFER;**
- (III) CHANGE IN COMPOSITION OF THE BOARD AND BOARD COMMITTEES;**
- (IV) CHANGE OF COMPANY SECRETARY; AND**
- (V) CHANGE OF AUTHORISED REPRESENTATIVES**

**Financial adviser to  
Acelin Global Limited**

**Financial adviser to  
New Media Group  
Holdings Limited**

 **SOMERLEY CAPITAL LIMITED**

 **英皇融資有限公司  
Emperor Capital Limited**

**CLOSE OF OFFER**

Evergrande, the Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 27 March 2015 and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on 27 March 2015, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of 5,000 Shares under the Offer (representing approximately 0.001% of the issued share capital of the Company as at the date of this joint announcement).

## **CHANGE IN COMPOSITION OF THE BOARD**

The Board is pleased to announce the following appointments of the Directors with effect from the close of the Offer at 4:00 p.m. on 27 March 2015:

- (1) Ms. Tan has been appointed as the executive Director, the chairlady of the Board, the chairlady of the nomination committee and a member of the remuneration committee and the corporate governance committee of the Company;
- (2) Mr. Tong Ming has been appointed as the executive Director;
- (3) Mr. Han Xiaoran has been appointed as the executive Director;
- (4) Mr. Chau Shing Yim, David has been appointed as the independent non-executive Director, the chairman and a member of the audit committee, remuneration committee and the corporate governance committee and a member of the nomination committee of the Company;
- (5) Mr. Guo Jianwen has been appointed as the independent non-executive Director and a member of the audit committee, the nomination committee, the remuneration committee and the corporate governance committee of the Company; and
- (6) Mr. Xie Wu has been appointed as the independent non-executive Director and a member of the audit committee of the Company.

The Board also announces the following resignation of the Directors with effect from the close of the Offer at 4:00 p.m. on 27 March 2015:

- (1) Ms. Percy Hughes, Shirley resigned as the executive Director and the Chief Executive Officer of the Company;
- (2) Mr. Lee Che Keung, Danny resigned as the executive Director;
- (3) Mr. Wong Chi Fai resigned as the executive Director and automatically ceased to be a member of the remuneration committee of the Company;
- (4) Ms. Fan Man Seung, Vanessa resigned as the executive Director and automatically ceased to be the chairlady and a member of the corporate governance committee as well as a member of the nomination committee of the Company;

- (5) Ms. Hui Wai Man, Shirley resigned as the independent non-executive Director and automatically ceased to be the chairlady and a member of the audit committee as well as a member of the remuneration committee and the nomination committee of the Company;
- (6) Ms. Kwan Shin Luen, Susanna resigned as the independent non-executive Director and automatically ceased to be the chairlady and a member of the nomination committee as well as a member of the audit committee and the corporate governance committee of the Company; and
- (7) Ms. Chan Sim Ling, Irene resigned as the independent non-executive Director and automatically ceased to be the chairlady and a member of the remuneration committee as well as a member of the audit committee and the corporate governance committee of the Company.

#### **CHANGE OF COMPANY SECRETARY**

The Board also announces that Ms. Liu Chui Ying resigned as company secretary of the Company with effect from 4:00 p.m. of 27 March 2015 whilst Mr. Fong Kar Chun, Jimmy has been appointed as the company secretary of the Company with effect from 4:00 p.m. of 27 March 2015.

#### **CHANGE OF AUTHORISED REPRESENTATIVES**

The Board further announces that each of Ms. Fan Man Seung, Vanessa and Ms. Percy Hughes Hughes ceased to be an authorised representative of the Company with effect from 27 March 2015 whilst each of Ms. Tan Chaohui, the executive Director, and Mr. Fong Kar Chun, Jimmy, the company secretary of the Company, has been appointed as an authorised representative of the Company with effect from 27 March 2015 under Rule 3.05 of the Listing Rules.

Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by Evergrande Real Estate Group Limited (“**Evergrande**”), Acelin Global Limited (the “**Offeror**”) and New Media Group Holdings Limited (the “**Company**”) dated 6 March 2015 in relation to the unconditional mandatory cash offer by Somerley Capital Limited for and on behalf of the Offeror for all the issued shares in the Company (other than those already owned or agreed to be acquire by the Offeror and parties acting in concert with it).

Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

#### **CLOSE OF THE OFFER**

Evergrande, the Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 27 March 2015 and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on 27 March 2015, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of 5,000 Shares under the Offer (representing approximately 0.001% of the issued share capital of the Company as at the date of this joint announcement).

## **SETTLEMENT OF THE OFFER**

Based on the valid acceptances received in respect of 5,000 Shares, the total consideration of the Offer is approximately HK\$7,335.

Remittance in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty in respect of the acceptance of the Offer) payable for the Shares tendered under the Offer will be despatched to the Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days after the date of receipt of the duly completed forms of acceptance and all the relevant documents of title by the Registrar to render such acceptance complete and valid in accordance with the Takeovers Code.

## **SHAREHOLDING OF THE COMPANY**

Immediately prior to the entering into of the Share Purchase Agreement and the commencement of the Offer Period, the Offeror and the parties acting in concert with it did not hold, control or have direction over any Shares or any rights over the Shares. As a result of the Share Purchase Completion which took place on 27 February 2015, the Offeror and parties acting in concert with it acquired 647,950,000 Shares (representing approximately 74.994% of the issued share capital of the Company as at the date of this joint announcement) during the Offer Period.

Taking into account the valid acceptances in respect of 5,000 Shares under the Offer (representing approximately 0.001% of the issued share capital of the Company as at the date of this joint announcement), the Offeror and its parties acting in concert are interested in 647,955,000 Shares (representing approximately 74.995% of the issued share capital of the Company as at the date of this joint announcement) upon the close of the Offer.

Save for the acquisition of the 647,950,000 Shares (representing approximately 74.994% of the issued share capital of the Company as at the date of this joint announcement) pursuant to the Share Purchase Agreement and the 5,000 Shares (representing approximately 0.001% of the issued share capital of the Company as at the date of this joint announcement) acquired pursuant to valid acceptances under the Offer as detailed in this joint announcement, the Offeror and parties acting in concert with it did not acquire or agree to acquire any Shares or any rights over the Shares during the Offer Period. Further, none of the Offeror or any parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately upon Share Purchase Completion and before commencement of the Offer; and (ii) immediately after the close of the Offer:

	<b>Immediately upon the Share Purchase Completion but prior to the commencement of the Offer</b>		<b>Immediately upon close of the Offer and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
The Offeror	647,950,000	74.994	647,955,000	74.995
Public Shareholders	<u>216,050,000</u>	<u>25.006</u>	<u>216,045,000</u>	<u>25.005</u>
Total	<u><u>864,000,000</u></u>	<u><u>100.000</u></u>	<u><u>864,000,000</u></u>	<u><u>100.000</u></u>

## **PUBLIC FLOAT**

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfers of the Shares (in respect of which valid acceptances have been received), 216,045,000 Shares, representing approximately 25.005% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

## **CHANGE IN COMPOSITION OF THE BOARD**

### **Appointment of Directors, chairperson and members of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Company**

The Board is pleased to announce the following appointments of the Directors with effect from the close of the Offer at 4:00 p.m. on 27 March 2015:

- (1) Ms. Tan Chaohui (“**Ms. Tan**”) has been appointed as the executive Director, the chairlady of the Board, the chairlady of the nomination committee and a member of the remuneration committee and the corporate governance committee of the Company;
- (2) Mr. Tong Ming has been appointed as the executive Director;
- (3) Mr. Han Xiaoran has been appointed as the executive Director;

- (4) Mr. Chau Shing Yim, David has been appointed as the independent non-executive Director, the chairman and a member of the audit committee, remuneration committee and the corporate governance committee and a member of the nomination committee of the Company;
- (5) Mr. Guo Jianwen has been appointed as the independent non-executive Director and a member of the audit committee, the nomination committee, the remuneration committee and the corporate governance committee of the Company; and
- (6) Mr. Xie Wu has been appointed as the independent non-executive Director and a member of the audit committee of the Company.

The biographies of the new Directors are set out below:

#### *Executive Directors*

**Ms. Tan Chaohui**, aged 47, has over 22 years of managerial experience in large enterprises. Ms. Tan has been serving in the Evergrande Group since its founding. She is currently the executive vice president of the Evergrande Group, responsible for the management of Evergrande Group's health business. Ms. Tan graduated from Changsha Railway University (now known as Central South University) with a bachelor's degree in industrial and civil engineering. She is a certified cost engineer.

Ms. Tan will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Ms. Tan is entitled to receive from the Company a Director's fee of RMB15,000 per month which was recommended with reference to the duties and responsibilities undertaken by her as Director of the Company and determined by the Board as authorised by the Shareholders at the annual general meeting.

**Mr. Tong Ming**, aged 32, has 9 years of marketing and integrated management experience. He was the vice general manager of Heibei operation of Evergrande and project manager of Shijiazhuang project as well as the general manager of Evergrande Dairy Group\* (恒大乳業集團) and Evergrande New Energy Development Centre\* (恒大新能源發展中心), and is currently the deputy general manager of Evergrande Health Industry Research Centre\* (恒大健康產業研究中心). Mr. Tong graduated from Hohai University in June 2006 with a bachelor's degree in business administration and is now studying for a master's degree in business administration at Nankai University.

Mr. Tong will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Tong is entitled to receive from the Company a Director's fee of RMB15,000 per month which was recommended with reference to the duties and responsibilities undertaken by him as Director of the Company and determined by the Board as authorised by the Shareholders at the annual general meeting.

**Mr. Han Xiaoran**, aged 29, has six year experience in investing, financing and comprehensive management. He was the assistant to general manager of the Shandong operations of Evergrande and the deputy general manager of Evergrande's operations in the United States, and is currently the deputy general manager of Evergrande Health Industry Research Centre\* (恒大健康產業研究中心). Mr. Han graduated from Jilin University with a bachelor of science degree in computer science and technology.

Mr. Han will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Han is entitled to receive from the Company a Director's fee of RMB15,000 per month which was recommended with reference to the duties and responsibilities undertaken by him as Director of the Company and determined by the Board as authorised by the Shareholders at the annual general meeting.

*Independent non-executive Directors*

**Mr. Chau Shing Yim, David**, aged 51, has over 22 years of experience in corporate finance, and participated in various projects ranging from initial public offerings, restructuring of PRC enterprises and cross-border and domestic takeovers. Mr. Chau is currently an independent non-executive director of Evergrande Real Estate Group Limited (Stock Code: 3333), Up Energy Development Group Limited (Stock Code: 307), Lee & Man Paper Manufacturing Limited (Stock Code: 2314), Man Wah Holdings Limited (Stock code: 1999), Richly Field China Development Limited (Stock code: 313), and Varitronix International Limited (Stock Code: 710), and the shares of all these companies are listed on the Stock Exchange. Mr. Chau was formerly a partner of Deloitte Touche Tohmatsu, heading the merger and acquisition and corporate advisory services department. He is a member of the Hong Kong Securities Institute, the Institute of Chartered Accountants of England and Wales ("ICAEW"), holding the Corporate Finance Qualification granted by ICAEW, and he is also a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Mr. Chau was an ex-committee member of the Disciplinary Panel of HKICPA.

Mr. Chau will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Chau is entitled to receive from the Company a Director's fee of RMB25,000 per month which was recommended with reference to the duties and responsibilities undertaken by him as Director of the Company and determined by the Board as authorised by Shareholders at the annual general meeting.

**Mr. Guo Jianwen**, aged 39, is currently the head and Chief Physician of the Cerebrovascular and Cardiovascular Pathology Division of the Brain Pathology Centre of Guangdong Provincial Hospital of Traditional Chinese Medicine (Guangzhou University of Chinese Medicine 2nd Affiliated Hospital), the founder of Guangzhou Wen Mai Tang Technology Company Limited, the founder and director of Guangzhou Wen Mai Tang Traditional Chinese Medicine Centre (Chain) Company Limited, the supervisor of the Strategic Development Committee of the Jiangsu Nantong Liangchun Hospital, the senior consultant of technological development at the Jiangsu Nantong Liangchun Clinical Research Institute of Traditional Chinese Medicine. He is a senior head practitioner of Traditional Chinese

medicine and has level 3 surgeon qualifications in neurointervention. In addition, Mr. Guo is also a member of the standing committee and the secretary of the Brain Pathology Division of the China Academy of Chinese Medical Sciences, the secretary of the Expert Committee of Brain Pathology at the Guangdong Provincial Institute of Chinese Medicine, a member of the Consortium for Globalization of Chinese Medicine, an expert product pre-launch inspector of China Food and Drug Administration for new Traditional Chinese medicines, a professional academic commentator of the Guangdong Provincial Department of Science and Technology in the field of social development, an expert anonymous doctoral thesis examiner of the Guangdong Provincial Hospital of Traditional Chinese Medicine Degree Office and an expert anonymous academic title thesis examiner of the Guangzhou University of Chinese Medicine 2nd Affiliated Hospital. In July 1998, Mr. Guo received a bachelor's degree in medicine from Beijing University of Chinese Medicine. In July 2001, he received a master's degree in clinical internal Chinese medicine from Chengdu University of Traditional Chinese Medicine. In July 2004, he received a doctoral degree in clinical internal Chinese medicine (specializing in brain emergency diseases) from Chengdu University of Traditional Chinese Medicine.

Mr. Guo will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Guo is entitled to receive from the Company a Director's fee of RMB25,000 per month which was recommended with reference to the duties and responsibilities undertaken by him as Director of the Company and determined by the Board as authorised by Shareholders at the annual general meeting.

**Mr. Xie Wu**, aged 50, is a physician of Traditional Chinese internal medicine. He has practiced clinical Chinese medicine for 24 years, with more than 10 years experience in hemodialysis and extensive clinical experience in various sub-fields of nephrology. He worked in the kidney clinic in the People's Hospital in Luohu, Shenzhen and engaged in medical work in Yueyang Luowang Hospital, and is currently working at the hemodialysis center of nephrology and rheumatology of Yueyang Hospital of Traditional Chinese Medicine.

Mr. Xie will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Xie is entitled to receive from the Company a Director's fee of RMB25,000 per month which was recommended with reference to the duties and responsibilities undertaken by him as Director of the Company and determined by the Board as authorised by Shareholders at the annual general meeting.

Save as disclosed above, as at the date of this joint announcement, each of the newly appointed Directors:

- (a) has not held any other directorships in any other listed public companies in the last three years and does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company;



- (b) does not have any interests in shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- (c) does not hold any other position in the Company or any of its subsidiaries; and
- (d) has no other information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Company in relation to her/his appointment as a Director.

The Board would like to extend its warm welcome to each of the newly appointed Directors for their new appointment as member of the Board.

**Resignation of Directors, chairperson and members of the audit committee, the remuneration committee, the nomination committee and the corporate governance committee of the Company**

The Board also announces the following resignation of the Directors with effect from the close of the Offer at 4:00 p.m. on 27 March 2015:

- (1) Ms. Percy Hughes, Shirley (“**Ms. Percy Hughes**”) resigned as the executive Director and the Chief Executive Officer of the Company;
- (2) Mr. Lee Che Keung, Danny resigned as the executive Director;
- (3) Mr. Wong Chi Fai resigned as the executive Director and automatically ceased to be a member of the remuneration committee of the Company;
- (4) Ms. Fan Man Seung, Vanessa (“**Ms. Fan**”) resigned as the executive Director, and automatically ceased to be the chairlady and a member of the corporate governance committee as well as a member of the nomination committee of the Company;
- (5) Ms. Hui Wai Man, Shirley resigned as the independent non-executive Director and automatically ceased to be the chairlady and a member of the audit committee as well as a member of the remuneration committee and the nomination committee of the Company;
- (6) Ms. Kwan Shin Luen, Susanna resigned as the independent non-executive Director and automatically ceased to be the chairlady and a member of the nomination committee as well as a member of the audit committee and the corporate governance committee of the Company; and
- (7) Ms. Chan Sim Ling, Irene resigned as the independent non-executive Director and automatically ceased to be the chairlady and a member of the remuneration committee as well as a member of the audit committee and the corporate governance committee of the Company.

Each of these resigning Directors has confirmed that he/she has no disagreement with the Board and there is no matter relating to his/her resignation that needs to be brought to the attention of the Shareholders. The Board expresses its gratitude to the resigning Directors for their contributions and service on the Board.

#### **CHANGE OF COMPANY SECRETARY**

The Board also announces that Ms. Liu Chui Ying (“**Ms. Liu**”) resigned as company secretary of the Company with effect from 4:00 p.m. of 27 March 2015 whilst Mr. Fong Kar Chun, Jimmy (“**Mr. Fong**”) has been appointed as company secretary of the Company with effect from 4:00 p.m. of 27 March 2015.

Ms. Liu confirmed that she has no disagreement with the Board and there is nothing that needs to be brought to the attention of the shareholders of the Company in relation to her resignation.

Mr. Fong is a member of the Law Society of Hong Kong and has been a qualified solicitor in Hong Kong since 2001, and therefore Mr. Fong satisfies the requirements for a company secretary under Rule 3.28 of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Fong on his appointment.

#### **CHANGE OF AUTHORISED REPRESENTATIVES**

The Board further announces that each of Ms. Fan and Ms. Percy Hughes ceased to be an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules with effect from 27 March 2015 whilst each of Ms. Tan, the executive Director, and Mr. Fong, the company secretary of the Company, has been appointed as an authorised representative of the Company with effect from 27 March 2015 for the purpose of Rule 3.05 of the Listing Rules.

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**  
**Tan Chaohui**  
*Chairlady*

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

\* *for identification purpose only*

Hong Kong, 27 March 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. Tan Chaohui, Mr. Tong Ming, Mr. Han Xiaoran; and the independent non-executive directors are Mr. Chau Shing Yim, David, Mr. Guo Jianwen and Mr. Xie Wu.*