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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)

**(1) ANNOUNCEMENT PURSUANT TO RULE 3.7
OF THE TAKEOVERS CODE
IN RELATION TO MEMORANDUM OF UNDERSTANDING
REGARDING POSSIBLE TRANSACTION;
(2) INSIDE INFORMATION WITH RESPECT TO
NEW MEDIA GROUP HOLDINGS LIMITED;
AND
(3) RESUMPTION OF TRADING OF SHARES IN
NEW MEDIA GROUP HOLDINGS LIMITED**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) and, with respect to the Company (as defined below), Rule 13.09 of the Rules Governing The Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE MEMORANDUM OF UNDERSTANDING

The board of directors of New Media Group Holdings Limited (the “**Company**”, together with its subsidiaries, being the “**Group**”) and the board of directors of Evergrande Real Estate Group Limited (“**Evergrande**”) would like to announce that Evergrande and Albert Yeung Holdings Limited (the “**Selling Shareholder**”), the controlling shareholder of the Company, entered into a non-binding memorandum of understanding (the “**MOU**”) on 14 November 2014 regarding the possible sale and purchase of 647,950,000 shares in the Company (representing approximately 74.99% of the total issued shares of the Company as at the date of this announcement) (the “**Relevant Shares**”) (or all the issued shares in the company (“**Holdco**”) that holds the Relevant Shares) (the “**Possible Transaction**”) at an indicative price of approximately HK\$950 million in cash, equivalent to approximately HK\$1.466 per Relevant Share. Evergrande may designate a subsidiary to enter into the Possible Transaction.

To the best knowledge, information and belief of the board of directors of each of Evergrande and the Company having made all reasonable enquiries, Evergrande and the Selling Shareholder and their respective ultimate beneficial owners are not connected persons (as defined in the Listing Rules) of each other and are third parties independent of each other and its connected persons (as defined in the Listing Rules).

It is proposed in the MOU that the following transactions (the “**Disposal Transactions**”) should be completed at the time of completion of the Possible Transaction:

1. Disposal by the Company to the Selling Shareholder (or its nominee) of approximately 9.99% shareholding in a subsidiary of the Company carrying on the media and publishing business; and
2. Disposal by the Company to the Selling Shareholder (or its nominee) of a subsidiary which in turn indirectly owns the property known as Kwun Tong Inland Lot No. 646, No. 82 Hung To Road, Kowloon, Hong Kong.

The Possible Transaction will be conditional upon the satisfaction of the following conditions precedent up to its completion:

1. Evergrande being satisfied with the results of the due diligence review to be conducted on Holdco and the Group and their businesses and operations;
2. All the issued shares in the Holdco and the Relevant Shares not being subject to any encumbrance or third party rights and Holdco not having any business (other than the holding of the Relevant Shares) nor any liability;
3. Holdco holding the Relevant Shares and listing of the shares of the Company being maintained;
4. Any approval of independent shareholders of the Company in respect of the Possible Transaction and/or the Disposal Transactions as required by Hong Kong laws, the Listing Rules or the Takeovers Code, and all required consent and approval of the Securities and Futures Commission (“**SFC**”) in respect thereof, having been obtained;
5. Any approval or consent of any government and/or regulatory authority (including the SFC, the Taiwan Stock Exchange Corporation (“**Taiwan Stock Exchange**”) and any regulator in respect of the Group’s business) required in respect of the Possible Transaction and/or the Disposal Transactions having been obtained; and
6. Any other conditions precedent as may be agreed by Evergrande and the Selling Shareholder to be included in the definitive sale and purchase agreement (the “**Definitive SPA**”).

The Selling Shareholder has agreed to grant exclusivity in favour of Evergrande in respect of the Possible Transaction or similar transactions for the period from the date of the MOU up to 31 December 2014 (or such other date as Evergrande and the Selling Shareholder may otherwise mutually agree). If Evergrande and the Selling Shareholder do not enter into a Definitive SPA on or before such date, the MOU shall be automatically terminated.

Save for the provisions relating to exclusivity, confidentiality and governing law and jurisdiction, the terms of the MOU are not legally binding.

The Possible Transaction will be subject to, among other things, the execution of the Definitive SPA. If the Possible Transaction materialises, it will lead to a change in control of the Company and a mandatory unconditional general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no definitive agreement has been entered into in respect of the Possible Transaction, and therefore the Possible Transaction may or may not proceed.

As at the date of this announcement, the Company has 864,000,000 issued shares of which 75,625,000 shares are the underlying shares held by a depository bank in Taiwan and based on which 15,125,000 units of Taiwan depository receipts are issued and listed on the Taiwan Stock Exchange. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 14 November 2014.

The respective associates (as defined in the Takeovers Code, including but not limited to any person who owns or controls 5% or more of a class of relevant securities) of the Company and Evergrande are hereby reminded to disclose their dealings in the relevant securities of the Company pursuant to the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNINGS: The Possible Transaction is subject to the negotiation and the entering into of relevant definitive agreement(s) and is subject to the satisfaction (or waiver, as the case may be) of various conditions precedent. Therefore, there is no assurance that the Possible Transaction and the Disposal Transactions will materialise or eventually be consummated and the discussion of which may or may not lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of each of Evergrande and the Company should exercise caution when dealing in the securities of each of Evergrande and the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

RESUMPTION OF TRADING OF SHARES OF THE COMPANY

At the request of the Company, trading in the shares of the Company was suspended with effect from 9:00 a.m. on 14 November 2014 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the shares of the Company with effect from 9:00 a.m. on 17 November 2014.

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 & Chief Executive Officer

Hong Kong, 14 November 2014

The directors of Evergrande jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Company, the Selling Shareholder and the Holdco) 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.

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 Evergrande) 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 date of this joint announcement, 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.

As at the date of this joint announcement, 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.