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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

**DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT
RELATING TO 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)**

Financial adviser to
Acelin Global Limited

 **SOMERLEY CAPITAL LIMITED**

Financial adviser to
New Media Group Holdings Limited

 **英皇融資有限公司**
Emperor Capital Limited

Reference is made to (i) the joint announcements dated 23 December 2014 and 27 February 2015 jointly issued by Evergrande Real Estate Group Limited (“**Evergrande**”), Acelin Global Limited (the “**Offeror**”) and New Media Group Holdings Limited (the “**Company**”) in relation to, among other things, the Share Purchase Agreement, the Share Purchase Completion and the Offer, and (ii) the composite offer and response document dated 6 March 2015 (the “**Composite Document**”) jointly issued by Evergrande, the Offeror and the Company in relation to the Offer.

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

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the expected timetable and the terms and conditions in respect of the Offer; (ii) a letter from Somerley Capital; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee; and (v) a letter from Messis Capital, the independent financial adviser to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance and Transfer, has been despatched to the Independent Shareholders on Friday, 6 March 2015 in accordance with the Takeovers Code.

The Offer will be open for acceptance on and from Friday, 6 March 2015 and the latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 27 March 2015 (unless revised or extended by the Offeror in accordance with the Takeovers Code).

EXPECTED TIMETABLE

Set out below is the expected timetable of the Offer. The timetable set out below is indicative only and may be subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate.

2015

Despatch date of the Composite Document and the Form of Acceptance and Transfer and commencement date of the Offer (<i>Note 1</i>)	Friday, 6 March
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	4:00 p.m. on Friday, 27 March
Closing Date (<i>Note 2</i>)	Friday, 27 March
Announcement of the results of the Offer (or its extension or revision, if any), to be posted on the website of the Stock Exchange (<i>Note 2</i>)	no later than 7:00 p.m. on Friday, 27 March
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Note 3</i>)	Friday, 10 April

Notes:

1. The Offer, which is unconditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. The latest time and date for acceptance will be at 4:00 p.m. on Friday, 27 March 2015 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and New Media will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Friday, 27 March 2015 stating

whether the Offer has been extended, revised or has closed for acceptance. In the event that the Offeror decides to extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven Business Days after the date of receipt by the Registrar of a duly completed acceptance in accordance with the Takeovers Code.
4. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph 4 headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances maybe withdrawn.
5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will remain unchanged; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will accordingly be rescheduled to the following Business Day.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as possible.

All references to date and time contained in the expected timetable above, the Composite Document and the Form of Acceptance and Transfer refer to Hong Kong date and time.

IMPORTANT

Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance and Transfer carefully, including the letter from the Independent Board Committee and the letter from Messis Capital, the independent financial adviser to the Independent Board Committee in respect of the Offer, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of each of Evergrande and the Company are advised to 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 advisers.

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined under the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

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 of the Takeovers Code 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 of the Takeovers Code. 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 HK\$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 cooperation.”

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, 6 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 Xianguì.

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 Xianguì; 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.