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New Century Real Estate Investment Trust
開元產業投資信託基金

(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

(Stock Code: 1275)

Managed by
NEW CENTURY ASSET MANAGEMENT LIMITED

ANNOUNCEMENT

**COMPLETION OF THE MAJOR DISPOSAL
OF HOLIDAY INN EINDHOVEN**

Reference is made to the announcement of New Century REIT dated 13 September 2019.

COMPLETION OF THE DISPOSAL

The REIT Manager is pleased to announce that on 28 November 2019, all the conditions precedent under the Share Purchase Agreement have been satisfied, and the Disposal was completed on 28 November 2019. Following the Completion, New Century REIT ceased to hold any interest in New Century Netherlands and hence in Holiday Inn Eindhoven. The remaining balance of the Initial Purchase Price in the sum of approximately €16.54 million (equivalent to approximately RMB128.14 million) was paid by the Purchasers to New Century Europe on the Completion Date into the Notary Account (with €1.50 million (equivalent to approximately RMB11.62 million) being paid into the Escrow Account).

Reference is made to the announcement of New Century Real Estate Investment Trust (“**New Century REIT**”) dated 13 September 2019 (the “**Announcement**”) in relation to the disposal of Holiday Inn Eindhoven. Unless otherwise defined in this announcement, terms used in this announcement shall have the same meaning as those defined in the Announcement.

COMPLETION OF THE DISPOSAL

The REIT Manager is pleased to announce that on 28 November 2019, all the conditions precedent under the Share Purchase Agreement have been satisfied, and the Disposal was completed on 28 November 2019. Following the Completion, New Century REIT ceased to hold any interest in New Century Netherlands and hence in Holiday Inn Eindhoven.

The total cost for the Disposal, to New Century REIT (the “**Total Fees and Charges**”) is expected to be approximately €1.80 million (equivalent to approximately RMB13.95 million) consisting of (i) the REIT Manager Fee of €198,750 (equivalent to approximately RMB1.54 million), (ii) the Trustee’s Additional Fee of HK\$80,000 (equivalent to approximately RMB0.07 million), and (iii) other cost and expenses, such as costs of professional advisors, being approximately €1.59 million (equivalent to approximately RMB12.34 million).

A written statement setting out New Century Europe’s good faith best estimate of the amount of the Current Assets and Liabilities at Completion was provided by the New Century Europe to the Purchasers on 13 November 2019, and the Initial Purchase Price of approximately €20.54 million (equivalent to approximately RMB159.13 million) payable by the Purchasers to New Century Europe was based on such estimates (comprising (i) the Base Purchase Price of €39.75 million (equivalent to approximately RMB307.96 million); plus (ii) the estimated Current Assets of approximately €372,000 (equivalent to approximately RMB2.89 million) as at the Completion Date; minus (iii) the estimated Liabilities of €19.58 million (equivalent to approximately RMB151.71 million) as at the Completion Date). A deposit of €4.00 million (equivalent to approximately RMB30.99 million) was paid by the Purchasers to New Century Europe upon signing of the Share Purchase Agreement into the Notary Account. The remaining balance of the Initial Purchase Price in the sum of approximately €16.54 million (equivalent to approximately RMB128.14 million) was paid by the Purchasers to New Century Europe on the date of completion, being 28 November 2019 (the “**Completion Date**”) into the Notary Account (with €1.50 million (equivalent to approximately RMB11.62 million) being paid into the Escrow Account).

As disclosed in the Announcement, the Purchasers shall provide New Century Europe with a written statement setting out the Current Assets and Liabilities at Completion calculated in conformity with the Accounting Principles (the “**Completion Statement**”) and the underlying calculations within 40 Business Days after the Completion Date.

The Completion Statement shall be binding on the Parties, unless New Century Europe notifies the Purchasers within 20 Business Days after receipt thereof if it disputes the Completion Statement and the basis upon which it disputes such items, including the adjustments it reasonably believes should be made to the Current Assets and/or Liabilities and the basis therefor, providing sufficient detail so as to enable the Purchasers to assess the proposed adjustments (the “**Completion Statement Disagreement Notice**”).

Following receipt of the Completion Statement Disagreement Notice (if any), the Parties shall, in good faith, attempt to reach agreement on all disputed items within 20 Business Days after such notification. If the Parties fail to resolve the items still in dispute within 20 Business Days, the Current Assets and Liabilities at Completion shall be subject to audit by an independent expert (being an accountancy firm), who shall be jointly appointed and instructed by the Parties.

Within five Business Days after the Current Assets and Liabilities at Completion having been finally agreed or determined between New Century Europe and the Purchasers:

- (i) the Purchasers shall ensure that the amount, if any, by which the Purchase Price calculated on the basis of the actual Current Assets and Liabilities at Completion exceeds the Initial Purchase Price calculated on the basis of the pre-Completion estimates of the Current Assets and Liabilities is paid to New Century Europe; and
- (ii) New Century Europe shall ensure that the amount, if any, by which the Initial Purchase Price calculated on the basis of the pre-Completion estimates of the Current Assets and Liabilities at Completion exceeds the Purchase Price calculated on the basis of the actual Current Assets and Liabilities at Completion is paid to the Purchasers;

in either case increased by an amount of interest thereon at the interest rate of 5% per annum, which shall accrue from day to day from the Completion Date up to the date of actual payment.

FURTHER ANNOUNCEMENT

The REIT Manager will make a further announcement in respect of the Disposal when the final Purchase Price has been determined based on post-Completion adjustments.

By order of the Board
New Century Asset Management Limited
as manager of New Century Real Estate Investment Trust
Mr. Jin Wenjie
Chairman of the REIT Manager

Hong Kong, 28 November 2019

As at the date of this announcement, the executive Director of the REIT Manager is Mr. Cheung Yat Ming, the non-executive Directors of the REIT Manager are Mr. Jin Wenjie, Mr. Zhang Guanming, Mr. Tong JinQuan and the independent non-executive Directors of the REIT Manager are Mr. Angelini Giovanni, Mr. Yu Hon To David and Professor He Jianmin.

For the purpose of this announcement and for illustration purposes only, amounts denominated in € have been converted into RMB using the exchange rate of RMB7.7474 = €1.00, and amounts denominated in RMB have been converted into HK\$ using the exchange rate of RMB0.8988 = HK\$1.00. No representation is made that any amount in € or RMB or HK\$ could have been or could be converted at such rate or at any other rates at all.