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新世界發展有限公司
New World Development Company Limited
(incorporated in Hong Kong with limited liability)
(stock code: 17)



新創建 NWS
新創建集團有限公司*
NWS HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)
(stock code: 659)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
NEWTON RESOURCES LTD
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

This announcement is made pursuant to Rule 13.09 and PN15 of the Listing Rules.

The NWD Board and the NWS Board announce that on 28 January 2011, NWS completed the first tranche of its acquisition of additional interests in the Company which increases its effective interest in the Company from approximately 43.34% to approximately 55.02%. Accordingly, the Company has become a subsidiary of NWS and NWD (through its interest in NWS). Pursuant to the relevant acquisition agreements, completion of the second tranche of acquisition will further increase NWS' effective interest in the Company to 60%. NWS expects that completion of the second tranche of acquisition will take place closer to, but before, the Proposed Spin-off.

On 24 January 2011, NWD and NWS jointly submitted a spin-off proposal to the Stock Exchange pursuant to PN15 in relation to the Proposed Spin-off of the Company and which proposal is under the consideration of the Stock Exchange as of the date of this announcement.

* For identification purposes only

On 17 December 2010, the Company submitted a listing application form (Form A1) to the Stock Exchange for an application for the listing of, and permission to deal in, the Company's Shares on the Main Board of the Stock Exchange.

The Company owns and operates a major privately-owned iron ore mine in Hebei Province, the PRC. As at the date of this announcement, the Company holds the mining rights to one large-scale open-pit iron ore mine, the Yanjiazhuang Mine, which occupies a mining area of approximately 5.22 km².

It is currently proposed that pursuant to the Global Offering, the Company's Shares will be offered for subscription by the public in the Hong Kong Public Offering and will be placed with professional and institutional investors through the International Offering.

In accordance with the requirements of PN15, the NWD Board and the NWS Board propose to give due regard to the interests of the NWD Shareholders and the NWS Shareholders respectively by providing the Qualifying NWD Shareholders and the Qualifying NWS Shareholders with assured entitlements to the Company's Shares by way of preferential offering of the Company's Shares to be issued as part of the Global Offering if the Proposed Spin-off proceeds. Details of such assured entitlements have not yet been finalised. NWD and NWS will make further announcement(s) in this regard as and when appropriate.

Following completion of the Proposed Spin-off and the Global Offering, NWS expects that its percentage holding in the issued share capital of the Company will be reduced to less than 50% and therefore the Company is expected to cease to be a subsidiary of NWS and NWD. Depending on the terms of the Global Offering, such reduction of shareholding interest in the Company may or may not constitute a discloseable transaction of NWS and NWD under the Listing Rules, but is not expected to constitute a major transaction of NWS or NWD and therefore it is expected no approval of the NWS Shareholders or the NWD Shareholders would be required for the Proposed Spin-off and the Global Offering. NWS and NWD will each comply with the applicable requirements of Chapter 14 of the Listing Rules as and when necessary.

The listing of the Company's Shares pursuant to the Proposed Spin-off, and the final structure of the Proposed Spin-off, including the size of the Global Offering, are subject to, among other things, the Listing Approval and the final decisions of the NWD Board, the NWS Board and the board of directors of the Company. Accordingly, the NWD Shareholders, the NWS Shareholders and potential investors in the securities of NWD and NWS should be aware that there is no assurance that the Proposed Spin-off, the Global Offering and the separate listing of the Company's Shares will take place and if so, when it may take place. The NWD Shareholders, the NWS Shareholders and potential investors of NWD and NWS should therefore exercise caution when dealing in or investing in the securities of NWD and NWS.

Further announcement(s) will be made by NWD and NWS in relation to the Proposed Spin-off as and when appropriate.

INTRODUCTION

This announcement is made pursuant to Rule 13.09 and PN15 of the Listing Rules.

The NWD Board and the NWS Board announce that on 28 January 2011, NWS completed the first tranche of its acquisition of additional interests in the Company which increases its effective interest in the Company from approximately 43.34% to approximately 55.02%. Accordingly, the Company has become a subsidiary of NWS and NWD (through its interest in NWS). Pursuant to the relevant acquisition agreements, completion of the second tranche of acquisition will further increase NWS' effective interest in the Company to approximately 60%. NWS expects that completion of the second tranche of acquisition will take place closer to, but before, the Proposed Spin-off.

On 17 December 2010, the Company submitted a listing application form (Form A1) to the Stock Exchange for an application for the listing of, and permission to deal in, the Company's Shares on the Main Board of the Stock Exchange.

The Company

The Company owns and operates a major privately-owned iron ore mine in Hebei Province, the PRC, and utilises the open-pit mining method to extract ore reserves. As at the date of this announcement, the Company holds the mining rights to one large-scale open-pit iron ore mine, the Yanjiazhuang Mine, which occupies a mining area of approximately 5.22 km². Based on the recent assessment of the technical expert to the Company, the Yanjiazhuang Mine had proved and probable reserves of approximately 260.0 Mt, which were converted from total measured and indicated iron ore resources of approximately 311.8 Mt.

In addition to iron ore reserves and resources, the Yanjiazhuang Mine also contains gabbro-diabase, a valuable mineral resource that is a mining by-product and is commonly used to manufacture a wide variety of products, including high-quality and high-end countertops, interior decorative materials and indoor flooring.

PROPOSED SPIN-OFF

It is currently proposed that, pursuant to the Global Offering, the Company's Shares will be offered for subscription by the public in the Hong Kong Public Offering and will be placed with professional and institutional investors through the International Offering.

Following completion of the Proposed Spin-off and the Global Offering, NWS expects that its percentage holding in the issued share capital of the Company will be reduced to less than 50% and therefore the Company is expected to cease to be a subsidiary of NWS and NWD. However, it is expected that NWS will hold its remaining interest in the Company as a long-term investment and the Company will then become an associated company of NWS and NWD.

REASONS FOR AND BENEFITS OF THE PROPOSED SPIN-OFF

Each of the NWD Board and the NWS Board considers that the Proposed Spin-off is in the respective interests of the NWD Group and the NWS Group, and the NWD Shareholders and the NWS Shareholders taken as a whole respectively as:

- (a) the cash proceeds to be received by the Company pursuant to the Proposed Spin-off and the Global Offering will provide capital for the Company for its operations and new investment opportunities, and free up capital which would otherwise be required from NWS for such new developments and opportunities;
- (b) the Proposed Spin-off will increase the operational and financial transparency of the Company and provide investors and the public with greater clarity on its business, operations and financial performance;
- (c) the Proposed Spin-off will allow the Company to establish its own profile as a separate listed entity with the ability to access the debt and equity capital markets to fund its operations, future developments and investment opportunities; and
- (d) the Proposed Spin-off will provide incentives to the management of the Company who is dedicated to the iron-ore operation business.

ASSURED ENTITLEMENTS AND FURTHER ANNOUNCEMENT

In accordance with the requirements of PN15, each of the NWD Board and the NWS Board proposes to give due regard to the respective interests of the NWD Shareholders and the NWS Shareholders by providing the Qualifying NWD Shareholders and the Qualifying NWS Shareholders with assured entitlements to the Company's Shares by way of preferential offering of the Company's Shares to be issued as part of the Global Offering if the Proposed Spin-off proceeds. Details of such assured entitlements respectively for the Qualifying NWD Shareholders and the Qualifying NWS Shareholders have not yet been finalised but in any event all the Qualifying NWD Shareholders and all the Qualifying NWS Shareholders as between themselves will be treated equally. NWD and NWS will make further announcement(s) in this regard as and when appropriate.

POSSIBLE IMPLICATIONS UNDER CHAPTER 14 OF THE LISTING RULES

Following completion of the Proposed Spin-off and the Global Offering, NWS expects that its percentage holding in the issued share capital of the Company will be reduced to less than 50% and therefore the Company is expected to cease to be a subsidiary of NWS and NWD. Depending on the terms of the Global Offering, such reduction of shareholding interest in the Company may or may not constitute a discloseable transaction of NWS and NWD under the Listing Rules, but is not expected to constitute a major transaction of NWS or NWD under the Listing Rules and therefore it is expected no approval of the NWS Shareholders or the NWD Shareholders would be required for the Proposed Spin-off and the Global Offering. NWS and NWD will each comply with the applicable requirements of Chapter 14 of the Listing Rules as and when necessary.

GENERAL

Information on the NWD Group

The NWD Group is principally engaged in investments in the areas of property, infrastructure, hotel operation, department store operation, services as well as telecommunications and technology. NWD is the ultimate holding company of NWS and is, together with certain of its subsidiaries, interested in approximately 59.16% of the total issued share capital of NWS as at the date of this announcement.

Information on the NWS Group

The NWS Group is principally engaged in (1) the investment in and/or operation of facilities, contracting, transport and financial services; and (2) the development, investment, operation and/or management of power plants, water treatment and waste management plants, roads as well as ports and logistics facilities. With a view to diversifying its businesses to maintain sustainable growth, NWS intends to develop natural resources as another core business in the future.

Global Offering

In order to facilitate the settlement of over-allotments in connection with the Global Offering, NWS may enter into a customary stock borrowing agreement with the stabilising manager of the Global Offering, pursuant to which the stabilising manager may borrow the Company's Shares representing up to 15% of the Company's Shares initially being offered under the Global Offering. The borrowing and return of shares will constitute a disposal and an acquisition of the Company's Shares. In addition, in connection with the Global Offering, the price of the Company's Shares may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the prospectus which is proposed to be issued in connection with the Hong Kong Public Offering.

The listing of the Company's Shares pursuant to the Proposed Spin-off, and the final structure of the Proposed Spin-off, including the size of the Global Offering, are subject to, among other things, the Listing Approval and the final decisions of the NWD Board, the NWS Board and the board of directors of the Company. Accordingly, the NWD Shareholders, the NWS Shareholders and potential investors in the securities of NWD and NWS should be aware that there is no assurance that the Proposed Spin-off, the Global Offering and the separate listing of the Company's Shares will take place and if so, when it may take place. The NWD Shareholders, the NWS Shareholders and potential investors of NWD and NWS should therefore exercise caution when dealing in or investing in the securities of NWD and NWS.

This announcement is not an offer for sale of any securities in the United States. No securities can be offered or sold in the United States unless registered or exempted from registration. Any public offering of securities in the United States will be done by means of a prospectus. The Proposed Spin-off of the Company will not be registered in the United States.

Further announcement(s) will be made by NWD and NWS in relation to the Proposed Spin-off if and when appropriate.

DEFINITIONS

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| “Company” | China Tian Yuan Mining Ltd., an exempted company incorporated in Cayman Islands which is in the process of changing its name to Newton Resources Ltd, a subsidiary of NWS and owned as to approximately 55.02% by NWS as at the date of this announcement, and which interest is expected to increase to approximately 60% |
| “Company’s Shares” | ordinary shares of HK\$0.10 each in the share capital of the Company |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Public Offering” | the proposed issue and offer for subscription of the Company’s Shares to the public in Hong Kong |
| “International Offering” | the proposed placing of the Company’s Shares with professional and institutional investors |
| “Listing Approval” | the approval by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Company’s Shares on the Main Board of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “NWD” | New World Development Company Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 17) and the holding company of NWS |
| “NWD Board” | the board of directors of the NWD |
| “NWD Group” | NWD and its subsidiaries (including the NWS Group) |
| “NWD Shareholders” | the shareholders of NWD |

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| “NWS” | NWS Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 659) and beneficially owned as to approximately 59.16% by the NWD Group as at the date of this announcement |
| “NWS Board” | the board of directors of the NWS |
| “NWS Group” | NWS and its subsidiaries (including the Company and its subsidiary) |
| “NWS Shareholders” | the shareholders of NWS |
| “PN15” | Practice Note 15 of the Listing Rules |
| “PRC” | the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Proposed Spin-off” | the proposed disposal of part of the interest in the Company by NWS and NWD (through NWS) by way of a separate listing of the Company’s Shares on the Main Board of the Stock Exchange |
| “Qualifying NWD Shareholders” | NWD Shareholders appearing on the register of members of NWD on such record date to be determined by NWD, who shall be entitled to subscribe for the Company’s Shares on a preferential basis to be determined under the Global Offering, excluding shareholders whose addresses on the register of members of NWD are in places outside Hong Kong and who the NWD Board, after making enquiries regarding the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in those places, considers the exclusion of which is necessary or expedient |
| “Qualifying NWS Shareholders” | NWS Shareholders appearing on the register of members of NWS on such record date to be determined by NWS, who shall be entitled to subscribe for the Company’s Shares on a preferential basis to be determined under the Global Offering, excluding shareholders whose addresses on the register of members of NWS are in places outside Hong Kong and who the NWS Board, after making enquiries regarding the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in those places, considers the exclusion of which is necessary or expedient |

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| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Yanjiashuang Mine” | Lincheng Xingye Mining Company Limited Yanjiashuang Mine (臨城興業礦產資源有限公司閆家莊鐵礦), an iron ore mine located in Yanjiashuang Mining Area, Shiwopu, Haozhuang Town, Lincheng County, Hebei Province, the PRC |
| “km ² ” | square kilometre(s) |
| “Mt” | megatonne(s) |
| “%” | per cent. |

By order of the board of directors of
New World Development Company Limited
Dr. Cheng Kar Shun, Henry
Managing Director

By order of the board of directors of
NWS Holdings Limited
Dr. Cheng Kar Shun, Henry
Chairman

Hong Kong, 31 January 2011

As at the date of this announcement: the NWD Board comprises (a) six executive directors, namely Dato’ Dr. Cheng Yu Tung, Dr. Cheng Kar Shun, Henry, Dr. Sin Wai Kin, David, Mr. Liang Chong Hou, David, Mr. Cheng Chi Kong, Adrian and Mr. Cheng Chi Heng; (b) five non-executive directors, namely Mr. Cheng Kar Shing, Peter, Mr. Leung Chi Kin, Stewart, Mr. Chow Kwai Cheung, Mr. Liang Cheung Bui, Thomas and Ms. Ki Man Fung, Leonie; and (c) four independent non-executive directors, namely Mr. Yeung Ping Leung, Howard, Dr. Cha Mou Sing, Payson (alternate director to Dr. Cha Mou Sing, Payson: Mr. Cha Mou Zing, Victor), Mr. Ho Hau Hay, Hamilton and Mr. Lee Luen Wai, John.

As at the date of this announcement: the NWS Board comprises (a) six executive directors, namely Dr. Cheng Kar Shun, Henry, Mr. Tsang Yam Pui, Mr. Lam Wai Hon, Patrick, Mr. Cheung Chin Cheung, Mr. William Junior Guilherme Doo and Mr. Cheng Chi Ming, Brian; (b) four non-executive directors, namely Mr. Doo Wai Hoi, William, Mr. Wilfried Ernst Kaffenberger (alternate Director to Mr. Wilfried Ernst Kaffenberger: Mr. Yeung Kun Wah, David), Mr. To Hin Tsun, Gerald and Mr. Dominic Lai; and (c) three independent non-executive directors, namely Mr. Kwong Che Keung, Gordon, Mr. Cheng Wai Chee, Christopher and The Honourable Shek Lai Him, Abraham.