

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.  
申請表格編號

IMPORTANT  
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 31 AUGUST 2015 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE OFFER SHARES" UNDER THE SECTION HEADED "EXPECTED TIMETABLE" IN THE PROSPECTUS).

本申請表格具有價值，但不可轉讓，並僅供下列合資格股東使用。二零一五年八月三十一日(星期一)(或章程內「預期時間表」中「惡劣天氣對接納發售股份及付款之最後時限之影響」一段所述之有關較後日期)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格之任何部分或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

If you have sold or transferred all your shares in New City Development Group Limited (the "Company"), you should at once hand this application form and the accompanying prospectus of the Company dated 17 August 2015 (the "Prospectus") to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

閣下如已將名下所有新城市建設發展集團有限公司(「本公司」)之股份售出或轉讓，應立即將本申請表格及隨附本公司所刊發日期為二零一五年八月十七日之章程(「章程」)送交買主或承讓人，或送交經手買賣或轉讓之銀行經理、持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

各份章程文件及於章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件，已依據公司(清盤及雜項條文)條例第342C條之規定經香港公司註冊處處長註冊。香港證券及期貨事務監察委員會及香港公司註冊處處長對各章程文件之內容概不負責。

Dealings in the Shares may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份之買賣可透過中央結算及交收系統(「中央結算系統」)進行交收，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), as well as compliance with the stock admission requirements of the Hong Kong Securities Clearing Company Limited ("HKSCC"), the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘若發售股份獲批准在香港聯合交易所有限公司(「聯交所」)上市及買賣且符合香港中央結算有限公司(「香港結算」)之證券收納規定，發售股份將獲香港結算接納為合資格證券，自發售股份在聯交所開始買賣之日期或香港結算指定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。所有在中央結算系統進行之活動均依據不時生效之中央結算系統一般規則及中央結算系統運作程序進行。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this application form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this application form.

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有指外，本申請表格所用詞彙與章程所界定者具相同涵義。

This application form and all acceptances pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本申請表格及據此提出之所有接納須受香港法例監管並按其詮釋。

Branch share registrar in Hong Kong

Union Registrars Limited  
A18/F, Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

香港股份過戶登記分處  
聯合證券登記有限公司  
香港  
灣仔  
駱克道33號  
中央廣場匯漢大廈A18樓

NEW CITY DEVELOPMENT GROUP LIMITED

新城市建設發展集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 456)

(股份代號: 456)

OPEN OFFER OF 636,196,999 OFFER SHARES  
AT HK\$0.28 PER OFFER SHARE  
ON THE BASIS OF ONE OFFER SHARE FOR EVERY FOUR  
SHARES HELD ON THE RECORD DATE

按於記錄日期每持有四股股份獲發

一股發售股份之基準公开发售 636,196,999 股

發售股份

每股發售股份作價 0.28 港元

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER  
THAN 4:00 P.M. ON MONDAY, 31 AUGUST 2015  
股款須不遲於二零一五年八月三十一日(星期一)下午四時正接納時全數繳付

APPLICATION FORM  
申請表格

Registered office

Floor 4, Willow House,  
Cricket Square,  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

註冊辦事處

Floor 4, Willow House,  
Cricket Square,  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

Head Office and principal place  
of business in Hong Kong

Unit D, 17/F,  
MG Tower,  
133 Hoi Bun Road,  
Kowloon,  
Hong Kong

總辦事處及香港主要營業地點

香港  
九龍  
海濱道133號  
萬兆豐中心17樓D室

17 August 2015

二零一五年八月十七日

Name(s) and address of Qualifying Shareholder(s)

合資格股東姓名及地址

	<b>Box A 甲欄</b>
	<b>Box B 乙欄</b>
	<b>Box C 丙欄</b>

Application can only be made by the Qualifying Shareholder(s) named above.

認購申請僅可由上述合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed

請於丁欄填妥申請認購之發售股份數目及隨附股款金額

	<b>Box D 丁欄</b>
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Number of Shares registered in your name on Thursday, 13 August 2015

於二零一五年八月十三日(星期四)閣下名義登記之股份數目

	<b>Box A 甲欄</b>
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Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Monday, 31 August 2015

閣下獲保證配發之發售股份數目(股款須不遲於二零一五年八月三十一日(星期一)下午四時正申請時全數繳付)

	<b>Box B 乙欄</b>
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Amount payable on assured allotment if applied for in full

倘 閣下申請認購全數保證配額之應繳款項

	<b>Box C 丙欄</b>
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Number of Offer Shares applied for

申請認購之發售股份數目

	<b>Box D 丁欄</b>
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Remittance enclosed (HK\$0.28 x number of Offer Shares applied for)

隨附股款(0.28港元x 申請發售股份數目)

HK\$

港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this application form. Subject to the terms and conditions mentioned in the Prospectus and this application form such allotment is made to the holders of the Shares whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment in the proportion of 1 Offer Share for every 4 Shares held on Thursday, 13 August 2015.

If you wish to apply for any number of Offer Shares which is equal to or less than your assured allotment, you should complete and sign this application form, and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. All remittance for application of Offer Shares under assured allotment must be made by cheque(s) or cashier order(s) in Hong Kong dollars and made payable to "New City Development Group Limited - Open Offer Account" and comply with the procedures set out overleaf. No application(s) for Offer Share can be made by any person who is an Excluded Shareholder.

Termination of the Underwriting Agreement

The Underwriting Agreement in respect of the Open Offer contains provisions granting the Underwriter, by notice in writing, the rights at any time prior to 4:00 p.m. on Tuesday, 1 September 2015 to terminate the Underwriting Agreement on the occurrence of certain events. These events are set out in the section headed "Termination of Underwriting Agreement" in the Prospectus. If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed.

閣下有權透過填寫本申請表格申請認購數目相等或少於上文乙欄所列閣下獲保證配發之發售股份。在章程及本申請表格所述條款及條件規限下，上述配額乃向名列本公司股東名冊並為合資格股東的股份持有人作出，基準為按於二零一五年八月十三日(星期四)每持有四股股份獲保證配發一股發售股份。

倘閣下欲申請認購數目相等或少於閣下獲保證配發之發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及之適當應繳款項之足額股款，交回本公司之香港股份過戶登記分處聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場匯漢大廈A18樓。所有認購保證配發之發售股份股款必須為港元款項，並須以支票或銀行本票註明抬頭人為「New City Development Group Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。身為除外股東之人士不得申請認購發售股份。

終止包銷協議

公開發售之包銷協議載有條文授予包銷商在發生若干事件時於二零一五年九月一日(星期二)下午四時正前任何時間內透過發出書面通知終止包銷協議之權利。該等事件載於發售章程「終止包銷協議」一節。倘包銷商終止包銷協議，則公開發售不會進行。

# NEW CITY DEVELOPMENT GROUP LIMITED

## 新城市建設發展集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 456)

(股份代號：456)

To: New City Development Group Limited

致：新城市建設發展集團有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance\*\* for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.28 per Offer Share specified in Box B or Box D (as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 17 August 2015 and subject to the memorandum and articles of association of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者：

本人／吾等為背頁所列股份之登記持有人，現申請認購乙欄或丁欄（視情況而定）所指定數目之發售股份，並附上按每股發售股份0.28港元之價格計算須於接納時繳足之全數股款\*\*。本人／吾等謹此依照日期為二零一五年八月十七日之章程所載之條款及條件，以及在貴公司之組織章程大綱及細則所載各項規定規限下，接納有關數目之發售股份，而本人／吾等謹此承諾並同意申請數目相等於或少於與本申請有關之發售股份。本人／吾等謹此授權貴公司將本人／吾等之姓名列入貴公司之股東名冊，作為有關數目或數目較少之發售股份之持有人，並將有關股份之股票按背頁地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert daytime contact telephone number 請填上日間聯絡電話	
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Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署（所有聯名合資格股東均須簽署）

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2015

日期：二零一五年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下資料：

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/ banker's cashier order is drawn** 支票／銀行本票之付款銀行名稱**	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港元		

NO RECEIPT WILL BE ISSUED BY THE COMPANY

本公司將不另發收據

\*\* Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "New City Development Group Limited — Open Offer Account" (see the section headed "Procedures for application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「New City Development Group Limited — Open Offer Account」為抬頭人劃線開出（請參閱本表格背頁「申請程序」一節）。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件獲達成，認購數目少於或相等於申請人獲保證配發之發售股份之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所須支付之股款，則閣下將視作申請認購已收款項所代表之發售股份數目。申請將視作為申請認購完整之發售股份數目而作出。

# NEW CITY DEVELOPMENT GROUP LIMITED

## 新城市建設發展集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 456)

### CONDITIONS

1. No Excluded Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Union Registrars Limited or some person(s) nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as holders of the Offer Shares which they have applied for subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheque(s) is/are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the application procedures set out herein.

### PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.28). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

No excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriters.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no later than 4:00 p.m. on Monday, 31 August 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong and made payable to "New City Development Group Limited – Open Offer Account" for Offer Shares under assured allotment and crossed "Account Payee Only". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by 4:00 p.m. on Monday, 31 August 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate is expected to be posted by ordinary post to you on or before Tuesday, 8 September 2015 at your own risk. You will receive one share certificate for all fully-paid Offer Shares validly applied for and issued to you.

# NEW CITY DEVELOPMENT GROUP LIMITED

## 新城市建設發展集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：456)

### 條件

1. 除外股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由有關人士承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或聯合證券登記有限公司或彼等就此提名之其他人士代表申請人根據章程所述安排辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必需或合宜之所有其他事宜，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓申請人登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 本公司收到認購款項後將隨即將之過戶，由此賺取之一切利息（如有）將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓或放棄。
7. 本公司保留酌情權接受或拒絕任何不符合本申請表格所載申請手續之發售股份認購申請。

### 申請手續

閣下可透過填寫本申請表格申請認購數目相等於或少於乙欄所列 閣下獲保證配發之發售股份。

如欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上所欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.28港元計算）。倘所收到之相應認購款項少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表數目較少之發售股份。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。

本公司將不會向合資格股東提呈額外發售股份，而任何不獲合資格股東承購之發售股份將由包銷商包銷。

填妥本申請表格並將足額股款相應地緊釘其上後，請將表格對摺並於二零一五年八月三十一日（星期一）下午四時正前交回本公司之香港股份過戶登記分處聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場滙漢大廈A18樓。所有就申請保證獲配發之發售股份之股款必須為港元款項，支票必須由香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並以「New City Development Group Limited – Open Offer Account」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視情況而定）所示適當股款於二零一五年八月三十一日（星期一）下午四時正前收訖，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期股票將於二零一五年九月八日（星期二）或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將會就全部有效申請及獲發行之繳足股款發售股份獲發一張股票。