



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: 0456)

FORM OF PROXY

Form of Proxy for use at the Annual General Meeting to be held on 3 June 2016 or at any adjourned meeting thereof

I/We^(note a) _____ of _____
_____ being
the registered holder(s) of _____ ^(note b) shares of HK\$0.004 each in the share
capital of New City Development Group Limited (the "Company") hereby appoint the Chairman of the meeting ^(note c)
or _____ of _____

to act as my/our proxy at the Annual General Meeting of the Company to be held at Flat D, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong on Friday, 3 June 2016 at 10:00 a.m. or at any adjourned meeting thereof and to vote on my/our behalf as directed below ^(note d), and, if no such direction is given, as my/our proxy thinks fit.

	As Ordinary Resolutions	For	Against
1.	To receive and consider the audited financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. Luo Min as Executive Director of the Company.		
	(b) To re-elect Mr. Zheng Qing as Independent Non-Executive Director of the Company.		
	(c) To authorise the Board of Directors to fix the remuneration of Directors.		
3.	To re-appoint Ascenda Cachet CPA Limited as auditor of the Company and to authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors of the Company to allot, issue and otherwise deal with Company's shares.		
5.	To grant a general mandate to the Directors of the Company to repurchase the Company's shares.		
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution 4.		

Dated the _____ day of _____ 2016 Shareholder's signature: _____ ^(notes e, f, g and h)

Notes:

- a Please insert full name(s) and address(es) in BLOCK CAPITALS.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided. A proxy need not be a member of the Company.
- d If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolution(s), please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of the resolution(s). A proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding of the Meeting or any adjourned meeting thereof.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof if you so wish. In such event, this form of proxy shall be deemed to be revoked.