



CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED

中國新城鎮發展有限公司

(Incorporated as a business company limited by shares under the laws of the British Virgin Islands)

(Company Registration Number 1003373)

(Stock Code: 1278)

ANNUAL GENERAL MEETING — FORM OF PROXY

I/We _____ (Name)

of _____ (Address)

being a shareholder/shareholders of China New Town Development Company Limited (the “Company”) hereby appoint:

Name	Address	Proportion of Shareholdings	
		No. of Shares	%

and/or (delete as appropriate)

Name	Address	Proportion of Shareholdings	
		No. of Shares	%

or failing him/her, the Chairman of the Annual General Meeting of the Company (the “Meeting”) as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Meeting to be held at Mission Room, 4/F, Hilton Shenzhen Futian, Tower B, Great China International Finance Centre, 1003 Shennan Road, Futian District, Shenzhen, the People’s Republic of China on Friday, 23 June 2017 at 2:00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any matter arising at the Meeting.

(Please indicate your vote “For” or “Against” with a cross X within the box provided.)

No.	Resolutions	For	Against
Ordinary Resolutions			
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and auditors of the Company for the year ended 31 December 2016		
2.	(a)(i) To re-elect Ms. Yang Meiyu as an executive Director		
	(a)(ii) To re-elect Mr. Li Yao Min as a non-executive Director		
	(a)(iii) To re-elect Mr. Kong Siu Chee as an independent non-executive Director		
	(a)(iv) To re-elect Mr. Zhang Hao as an independent non-executive Director		
	(b)(i) To re-elect Mr. Wei Wei as a non-executive Director		
	(b)(ii) To re-elect Mr. Shi Janson Bing as an executive Director		
	(c) To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors for the year ending 31 December 2017		
3.	To re-appoint Messrs Ernst & Young as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration		
4.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company ⁹		
5.	To grant a general mandate to the Directors to allot, issue and otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company ⁹		
6.	Conditional on the passing of Resolution nos.4 and 5, to extend the general mandate granted by Resolution no.5 by adding thereto the shares bought back pursuant to the general mandate granted by Resolution no.4 ⁹		
Special Resolution			
7.	To approve the amendments to the memorandum of association and the articles of association of the Company ⁹		

Dated this _____ day of _____ 2017

Total No. of Shares	No. of Shares
In Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES BELOW

NOTES:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies to attend and vote in his/her/its stead.
2. Where a Shareholder appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion is specified, the proxy whose name appears first shall be deemed to represent 100 per cent of the shareholding of the Shareholder and the proxy whose name appears second shall be deemed to be appointed in the alternate.
3. A proxy need not be a Shareholder.
4. A Shareholder should insert the total number of shares registered in his/her/its name in the register of members of the Company.
5. This form of proxy, duly completed, must be deposited at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting.
6. This form of proxy must be signed under the hand of the appointor(s) or of his/her/its attorney duly authorised in writing. In the case of joint holders, all joint holders must sign this form of proxy. If the Shareholder is a corporation, this form of proxy must be executed either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. Where this form of proxy is signed on behalf of the appointor(s) by an attorney, the letter or power of attorney or a duly certified copy thereof must be lodged with this form of proxy, failing which this form of proxy may be treated as invalid.
8. Completion and return of this form of proxy by a Shareholder shall not preclude the Shareholder from subsequently attending and voting in person at the Meeting or its adjournment should the Shareholder so wish. If the Shareholder attend and vote at the Meeting, the form of proxy of such Shareholder shall be deemed to be revoked.
9. For the full text of the proposed resolutions, please refer to the notice convening the Meeting as contained in the Company’s circular dated 28 April 2017.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or its adjournment, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including its adjournment) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including its adjournment), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.

General:

The Company shall be entitled to reject a form of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor(s) are not ascertainable from the instructions of the appointor(s) specified on the form of proxy. It is the appointor(s)’ responsibility to ensure that this form of proxy is properly completed in all respects. Any decision to reject a form of proxy on the ground that it is incomplete, improperly completed or illegible will be final and binding and neither the Company nor Tricor Investor Services Limited accepts any responsibility for the consequences of such a decision.