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China New Town Development Co. Ltd.

中國新城鎮發展有限公司

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

(Hong Kong Stock Code : 1278)

(Singapore Stock Code : D4N.si)

RESULT OF EXTRAORDINARY GENERAL MEETING

**IN RELATION TO PROPOSED VOLUNTARY DELISTING FROM THE OFFICIAL LIST OF
THE SGX-ST PURSUANT TO A
CONDITIONAL CASH EXIT OFFER
BY WAY OF SELECTIVE SHARE BUYBACK**

AND

RESUMPTION OF TRADING

Financial Advisers to the Company



BNP PARIBAS

BNP Paribas Securities (Asia) Limited
BNP Paribas, acting through its Singapore Branch

Reference is made to the announcements of China New Town Development Company Limited ("**Company**") dated 18 October 2016, 19 October 2016, 7 November 2016, 8 November 2016 and 21 December 2016 and the Company's circular to Shareholders dated 21 December 2016 ("**Circular**") in relation to the proposed voluntary delisting from the Official List of the SGX-ST pursuant to a conditional cash exit offer by way of selective share buyback. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular, unless the context requires otherwise.

RESULT OF THE EXTRAORDINARY GENERAL MEETING

The Board of Directors of the Company wishes to announce that at the Extraordinary General Meeting ("**EGM**") of the Company held on 17 January 2017, the Delisting Resolution set forth in the Notice of EGM dated 21 December 2016 was duly passed by way of poll in accordance with the requirements of Rule 1307 of the Listing Manual.

The result of the poll on the special resolution put to vote at the EGM are as follows:

Special Resolution	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
To approve the proposed voluntary delisting from the Official List of the Singapore Exchange Securities Trading Limited pursuant to a conditional cash exit offer by way of selective share buyback	824,063,759	809,543,615	98.24	14,520,144	1.76

As at the date of the EGM, there were a total of 9,846,119,747 Shares in issue. As disclosed in the Circular, China Development Bank International Holding Limited (which holds 5,347,921,071 Shares as at the date of the EGM) was required to abstain from voting on the above Delisting Resolution at the EGM. Further, SRE Investment Holdings Limited (which holds 1,468,356,862 Shares as at the date of the EGM), Henry Tan Song Kok (who holds 600,000 Shares as at the date of the EGM) and Li Yao Min (who holds 8,352,672 Shares as at the date of the EGM) were required to, and had provided irrevocable undertakings to the Company to, abstain from voting on the above Delisting Resolution at the EGM. Shi Jian (who holds 6,104,938 Shares as at the date of the EGM) was also required to abstain from voting on the above Delisting Resolution at the EGM.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the above Delisting Resolution at the EGM was 3,014,784,204 Shares.

Save as disclosed above, no parties have indicated in the Circular that they intended to vote against or abstain from voting on the special resolution proposed at the EGM.

There were no Shares entitling a Shareholder to attend and abstain from voting in favour of the

special resolution proposed at the EGM as set out in Rule 13.40 of the HK Listing Rules. Save as disclosed above, no Shareholders or their associates were required under the HK Listing Rules to abstain from voting on the special resolution proposed at the EGM.

Associates Corporate Services Pte. Ltd. was appointed as the scrutineer for the EGM.

THE SELECTIVE SHARE BUYBACK HAS BECOME UNCONDITIONAL IN ALL RESPECTS AND SHAREHOLDERS WHO WISH TO TENDER THEIR SHARES SHOULD REFER TO APPENDIX III AND APPENDIX IV OF THE CIRCULAR AND THE RELEVANT TENDER FORMS FOR THE PROCEDURES RELATING TO ACCEPTANCE AND SETTLEMENT OF THE SELECTIVE SHARE BUYBACK.

CLOSING DATE

The Selective Share Buyback will remain open for acceptance until 4:00 p.m. on 3 February 2017.

OTHER IMPORTANT DATES

Shareholders should also take note of the following important dates:

Last date of trading of Shares on SGX-ST : 26 January 2017

Commencement of suspension of trading of Shares on SGX-ST : 27 January 2017

Delisting of the Shares from SGX-ST : 9:00 a.m. on 17 February 2017

RESUMPTION OF TRADING

At the request of the Company, trading in its Shares was halted on the SEHK with effect from 1:00 p.m. on 17 January 2017 and on the SGX-ST with effect from 1:00 p.m. on 17 January 2017, pending the issue of this announcement. Applications have been made to the SGX-ST and the SEHK for resumption of trading in the Shares with effect from 8:30 a.m. (SGX-ST) and 9:00 a.m. (SEHK) on 18 January 2017.

At the request of the Company, the notes (Stock code: 85715) issued by China New Town Finance I Limited, a subsidiary of the Company, was also halted on the SEHK with effect from 1:00 p.m. on 17 January 2017, pending the issue of this announcement. Application has been made to the SEHK for resumption of trading in the said notes with effect from 9:00 a.m. (SEHK) on 18 January 2017.

By order of the Board
China New Town Development Company Limited
Liu Heqiang
Chief Executive Officer

Singapore and Hong Kong, 17 January 2017

As at the date of this announcement, the Board of the Company comprises executive directors, namely Mr. Liu Heqiang (Chief Executive Officer), Ms. Yang Meiyu, Mr. Ren Xiaowei and Mr.

Janson Shi Bing; non-executive directors, namely Mr. Wei Wei (Chairman), Mr. Zuo Kun (Vice Chairman), Mr. Li Yao Min (Vice Chairman) and Mr. Xiezheng; and independent non-executive directors, namely Mr. Henry Tan Song Kok, Mr. Kong Siu Chee, Mr. Zhang Hao and Mr. E Hock Yap.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Directors (including those who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement are fair and accurate and no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted from published or publicly available sources, the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

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China New Town Development Company Limited 中國新城鎮發展有限公司

(根據英屬處女群島法例註冊成立為商業股份有限公司)

香港股份代號：1278

新加坡股份代號：D4N. si

股東特別大會的投票結果

建議根據有條件現金退市要約
以選擇性股份回購方式
自願撤銷於新交所之正式上市地位
及恢復股份交易

本公司之財務顧問



法國巴黎證券（亞洲）有限公司
BNP Paribas，透過其新加坡分行行事

茲提述中國新城鎮發展有限公司（「本公司」）分別於 2016 年 10 月 18 日、2016 年 10 月 19 日、2016 年 11 月 7 日、2016 年 11 月 8 日及 2016 年 12 月 21 日刊發之公告，及公司於 2016 年 12 月 21 日寄致股東的通函（「通函」），內容有關建議根據有條件現金退市要約以選擇性股份回購方式自願撤銷於新交所之正式上市地位。除非本文另有界定，本公告內之詞彙具通函所賦予的含義。

股東特別大會結果：

本公司董事會謹此宣佈，於 2017 年 1 月 17 日舉辦的股東特別大會（「股東特別大會」）上，於 2016 年 12 月 21 日刊發的股東特別大會通告所載之退市決議案已根據上市手冊第 1307 條的規定，按投票表決方式正式通過。

股東特別大會之特殊決議案投票結果載列如下：

特殊決議案	投票表決贊成和反對該決議案的總股數	贊成		反對	
		股數 (%)	占該決議的總股數的百分比 (%)	股數 (%)	占該決議的總股數的百分比 (%)
批准建議根據有條件現金退市要約以選擇性股份回購方式自願撤銷於新加坡交易所有限公司之正式上市地位	824,063,759	809,543,615	98.24	14,520,144	1.76

截至股東特別大會之期，共有已發行 9,846,119,747 股股份。誠如通函所披露，國開國際控股有限公司（於股東特別大會之日期持有 5,347,921,071 股股份）須於股東特別大會上就上述退市決議案放棄投票。此外，上置控股有限公司（於股東特別大會之日期持有 1,468,356,862 股股份），陳頌國先生（于股東特別大會之日期持有 600,000 股股份）及李耀民先生（于股東特別大會之日期持有 8,352,672 股股份）須於股東特別大會上就上述退市決議案放棄投票及已向本公司提供不可撤回承諾。施建先生（于股東特別大會之日期持有 6,104,938 股股份）須於股東特別大會上就上述退市決議案放棄投票。

因此賦予股東權利出席股東特別大會並於會上就上述退市決議案投票的股份總數為 3,014,784,204 股股份。

除上文披露者外，通函並無指示其他任何人士意願就股東特別上的特殊決議案投反對票或放棄投票。

概無任何股份賦予股東權利出席股東特別大會及根據香港上市規則第 13.40 條對股東特別大會之特殊決議案放棄投贊成或反對票。除上文所披露者外，概無股東或彼等連繫人須根據香港上市規則，就股東特別大會上提呈之特殊決議案放棄投票。

Associates Corporate Services Pte. Ltd 為股東特別大會的監票員。

意願出售其股份的股東請參閱通函附錄三及附錄四及有關接納及終止選擇性股份回購的程式之相關出售表格。

截止日期

選擇性股份回購日期將於 2017 年 2 月 3 日下午 4 時截止。

其他重要日期

股東還應注意以下重要日期：

新交所股份交易最後日期：2017 年 1 月 26 日

新交所暫停股份交易日期：2017 年 1 月 27 日

股份自新交所退出時間：2017 年 2 月 17 日上午 9 點

恢復交易

應本公司之要求，於 2017 年 1 月 17 日下午 1 點起，於聯交所暫停交易其股份，並自 2017 年 1 月 17 日下午 1 點起，於新交所暫停交易其股份，等待本公告刊發。已向新交所及聯交所申請恢復股份買賣，自 2017 年 1 月 18 日上午 8 點 30 分（新交所）及上午 9 點（港交所）起生效。

應本公司之要求，本公司之附屬公司 China New Town Finance I Limited（股份代號：85715）亦於 2017 年 1 月 17 日下午 1 點起於聯交所暫停交易其票據，等待本公告刊發。已向聯交所申請恢復票據買賣，自 2017 年 1 月 18 日上午 9 點起生效。

承董事會命

中國新城鎮發展有限公司

劉賀強

行政總裁

香港及新加坡，二零一七年一月十七日

於本公告日，本公司的執行董事為劉賀強先生（行政總裁）、楊美玉女士、任曉威先生及施冰先生；本公司的非執行董事為魏維先生（主席）、左坤先生（副主席）、李耀民先生

（副主席）及解軫先生；以及本公司的獨立非執行董事為陳頌國先生、江紹智先生、張浩先生及葉怡福先生。

董事對本公告所載資料的準確性承擔全部責任，並在作出一切合理查詢後確認，就彼等所知，本公告所表達的意見乃經審慎周詳考慮後達致，並無載於本公佈之其他事實，其中遺漏將使本公佈任何陳述具誤導性。

董事（包括可能對本公告之編制作出詳細監督之人士）已採取一切合理謹慎措施，以確保本公告所述事實陳述及意見屬公平準確，且本公告並無遺漏任何重大事實，並分別共同承擔責任。

凡任何資料已被發表或自公開資料中獲取，董事負有全權責任確保通過合理查詢，準確地從此類來源中提取或在本公告中反映或轉載的資訊（視情況而定）。