

**IMPORTANT**

This proxy form is for use by Shareholders registered under the Hong Kong Branch Share Register

CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED**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)

(Company Registration Number: 1003373)

Singapore Stock Code: D4N.sj

Hong Kong Stock Code: 1278

ANNUAL GENERAL MEETING – SHAREHOLDER PROXY FORM

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 Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 24 April 2015 at 2:30 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 Business		
1.	Directors’ Report and Audited Financial Statements for the financial year ended 31 December 2014 and the Auditors’ Report thereon		
2.	Re-election of Mr. Shi Jian as a director		
3.	Re-election of Mr. Li Yao Min as a director		
4.	Re-election of Mr. Zhang Hao as a director		
5.	Re-election of Mr. E Hock Yap as a director		
6.	Approval for the payment of Directors’ fees of an aggregate of S\$155,600 and HK\$590,000 to the independent non-executive directors for the financial year ending 31 December 2015 and the payment thereof on a quarterly basis		
7.	Re-appointment of Messrs Ernst & Young as auditors of the Company		
	Special Business		
8.	Authority to allot and issue shares in the Company (“Shares”)		
9.	Authority to grant options and issue Shares under the CNTD Share Option Scheme		

Dated this _____ day of _____ 2015

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 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 of the Company.
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 Shareholder Proxy Form, 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 less than 48 hours before the time appointed for holding the Meeting.
6. This Shareholder Proxy Form 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 Shareholder Proxy Form. If the shareholder is a corporation, this Shareholder Proxy Form 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 Shareholder Proxy Form 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 Shareholder Proxy Form, failing which this Shareholder Proxy Form may be treated as invalid.
8. Completion and return of this Shareholder Proxy Form by a shareholder shall not prevent the shareholder from attending and voting in person at the Meeting if the shareholder subsequently wishes to do so. In the event of attendance by such shareholder, the Shareholder Proxy Form of such shareholder shall be deemed to be revoked.

General:

The Company shall be entitled to reject a Shareholder Proxy Form 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 Shareholder Proxy Form. It is the appointor(s)' responsibility to ensure that this Shareholder Proxy Form is properly completed in all respects. Any decision to reject a Shareholder Proxy Form 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.