

Unless the context otherwise requires, capitalised terms used in this Hong Kong form of election ("**HK Form**") shall bear the same meanings as those defined in the circular dated 21 December 2016 (the "**Circular**") issued by China New Town Development Company Limited (the "**Company**") in respect of the Selective Share Buyback.

This HK Form is intended to be despatched to the Shareholders of the Company whose names appear on the Company's Hong Kong branch register of members ("**HK Branch Register**"). This HK Form is not intended to be despatched to the Shareholders of the Company whose Shares are held in the name of securities dealers, brokers, custodian banks, nominees or trustees or a name other than his/her own Shareholders of the Company whose Shares are held in the name of securities dealers, brokers, custodian banks, nominees or trustees other than their own but want to accept the Selective Share Buyback in their own name (as opposed to through their nominee) should contact their nominees to arrange for the Share(s) to be registered in their own name through the HK Branch Share Registrar as soon as possible so as to ensure they are eligible to accept the Selective Share Buyback in their own name before the Latest Tender Time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, The Securities and Futures Commission and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this HK 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 HK Form.



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)

Hong Kong Stock Code: 1278

Singapore Stock Code: D4N.sj

HK FORM

VOLUNTARY DELISTING OF CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED (THE "COMPANY") FROM THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("DELISTING") PURSUANT TO A SELECTIVE SHARE BUYBACK ("SELECTIVE SHARE BUYBACK")

(This HK Form need not be submitted to the HK Branch Share Registrar if you do not wish to elect to participate in the Selective Share Buyback)

THIS HK FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this HK Form or the Selective Share Buyback or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other independent professional adviser.

This HK Form should be read in conjunction with the Circular. The provisions of the Circular are deemed to be incorporated into and form part of this HK Form and should be read carefully by each Shareholder. The making and implementation of the Selective Share Buyback to Overseas Shareholders may be prohibited, restricted or subject to compliance requirements under any applicable securities legislation of the relevant jurisdiction. If you are an Overseas Shareholder, you should inform yourself and are recommended to obtain appropriate legal advice from independent professional advisers regarding the implications of the Selective Share Buyback in the relevant jurisdiction with a view to observing any applicable restrictions, legal or regulatory requirements. It is your responsibility if you wish to elect to participate in the Selective Share Buyback to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including but not limited to the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or regulatory or legal requirements. You may also be responsible for the payment of transfer or other taxes and duties by whomsoever payable in respect of all relevant jurisdictions. Election to participate in the Selective Share Buyback by you will constitute a warranty by you that you are permitted under all applicable laws to participate in the Selective Share Buyback, and any revision thereof, and such participation shall be valid and binding in accordance with all applicable laws.

WARNINGS: You should read carefully the instructions before completing this HK Form.

NO ELECTIONS TO PARTICIPATE IN THE SELECTIVE SHARE BUYBACK RECEIVED PRIOR TO THE CLOSING DATE ARE ENTITLED TO BE WITHDRAWN.

PERSONS OR CORPORATIONS WHO HOLD THE SHARES ON BEHALF OF THE BENEFICIAL OWNERS INCLUDING BUT NOT LIMITED TO SECURITIES DEALERS, BROKERS, CUSTODIAN BANKS, NOMINEES AND TRUSTEES SHALL AT ONCE NOTIFY THE BENEFICIAL OWNERS OF THE SHARES SO THAT THE NON-REGISTERED SHAREHOLDERS HAVE SUFFICIENT TIME TO CONSIDER AND, IF THOUGHT FIT, PARTICIPATE IN THE SELECTIVE SHARE BUYBACK THROUGH THE SECURITIES DEALERS, BROKERS, CUSTODIAN, BANKS, NOMINEES OR TRUSTEES OR IN THEIR OWN NAME BY THE LATEST TENDER TIME. BEFORE ELECTING TO PARTICIPATE IN THE SELECTIVE SHARE BUYBACK ON BEHALF OF THE BENEFICIAL OWNERS OF THE SHARES, THE SECURITIES DEALERS, BROKERS, CUSTODIAN BANKS, NOMINEES AND TRUSTEES ARE REMINDED TO OBTAIN VERIFICATION AND CONFIRMATION FROM THE BENEFICIAL OWNERS OF THE SHARES SO AS TO ENSURE THEY ARE THE SHAREHOLDERS HOLDING TENDERED SHARES AND HAVE ELECTED TO PARTICIPATE IN THE SELECTIVE SHARE BUYBACK IN FULL.

HK FORM IN RESPECT OF THE SELECTIVE SHARE BUYBACK

The consideration for participation in the Selective Share Buyback is the Tender Price, being S\$0.07 in cash for each Tendered Share, which in respect of Tendered Shares registered in the HK Branch Register is the HK\$ equivalent at the Tendering Exchange Rate.

My/Our participation in the Selective Share Buyback at the Tender Price is conditional upon the Selective Share Buyback becoming or being declared unconditional in accordance with the terms and conditions set out below and in the Circular.

To: the Company

1. My/Our execution of the HK Form (which shall be binding on my/our personal representatives, heirs, successors and assigns) shall constitute:
 - (i) my/our irrevocable participation in the Selective Share Buyback upon the terms and conditions contained in the Circular and subject to the terms and conditions of the Selective Share Buyback, in respect of the number of Tendered Shares specified in Box 1 of the HK Form;
 - (ii) my/our instruction and authority to the Company and their respective agent(s) to collect from the Company or the HK Branch Share Registrar on my/our behalf the Share certificate(s) in respect of the Tendered Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) (if any), which has/have been duly signed by me/us and to deliver the same to the HK Branch Share Registrar and to authorise and instruct the HK Branch Share Registrar to hold such Share certificate(s) subject to the terms of the Selective Share Buyback, as if it/they were Share certificate(s) delivered to the HK Branch Share Registrar together with this HK Form;
 - (iii) my/our instruction and authority to the Company or its agent(s) or the HK Branch Share Registrar (as applicable) to send a cheque crossed "Not negotiable – account payee only" drawn in my/our favour for the Tender Price to which I/we shall have become entitled under the terms of the Selective Share Buyback
 - (a) by registered post at my/our risk or in favour of the person named below or, if no name and address is stated below, to the first-named of the joint registered Shareholders of Tendered Shares at the registered address shown in the HK Branch Register; or
(Insert here the name and address of the person to whom the cheque and other documents are to be sent if different from the registered Shareholder of Tendered Shares or the first-named of joint registered Shareholders of Tendered Shares.)
Name: (in block capitals)
Address:
 - (b) collect the cheque in person or by my/our authorised representative during the office hours from 9:00 am to 4:30 pm at the office of HK Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. The HK Branch Share Registrar or their agent(s) will contact you at the telephone number and/or the mobile number as provided under Box 4 or your authorised representative by the telephone number as provided in below in advance for collection of the cheque within the later of 7 days of receipt of the duly completed HK Form or the date of the EGM. If the cheque is to be collected by your authorised representative, such authorised representative must provide the HK Branch Share Registrar or their agent(s) an authorisation letter duly signed by you as the Tendering Shareholder(s) which contains the name and Identity Card number of the authorised representative. The authorised representative must produce the duly signed authorisation letter and his/her Identity Card to the HK Branch Share Registrar in order to collect the cheque on your behalf.
Name and Identity Card number of authorised representative: (in block capitals)
Day time telephone number of authorised representative:
Mobile number of authorised representative:
 - (iv) my/our irrevocable appointment of any director or officer of the Company, or such other person as any of them may direct, as such Tendering Shareholder's agent ("**Agent**");
 - (v) my/our irrevocable instruction to the Agent to complete and execute the HK Form and, or, any other document (including, without limitation, any bought and sold notes in relation to the transfer of the Shares) at the discretion of such Agent on behalf of such Tendering Shareholder in relation to the Shares tendered or deemed to be tendered for participation in the Selective Share Buyback and to do any other acts or things as may in the opinion of the Agent be necessary, expedient or desirable for the purpose of, or in connection with, the Company buying back such Shares;
 - (vi) my/our agreement to ratify and confirm each and every act or thing which may be done or effected by the Company or any Agent in the proper exercise of his/her/its powers and, or, authorities under the terms of the Selective Share Buyback;
 - (vii) my/our undertaking to execute any further documents, take any further action and give any further assurances which may be required in connection with my/our participation in the Selective Share Buyback as the Company may consider necessary, expedient or desirable including, without limitation, to complete the Selective Share Buyback in which I/we have elected to participate free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the date of their cancellation and/or to perfect any of the authorities expressed to be given under this HK Form or the Circular;
 - (viii) I/We irrevocably and unconditionally warrant that the Tendered Shares in respect of which I/we elect to participate in the Selective Share Buyback, and when cancelled by the Company, will be (a) fully paid, (b) free from all encumbrances and (c) together with all rights, benefits and entitlements attached thereto, including but not limited to the right to receive and retain all dividends, rights, distributions, returns of capital and any other entitlements (if any) which may be declared, paid or made thereon by the Company.
2. In the event of the Selective Share Buyback not becoming or not being declared to be unconditional in all respects in accordance with its terms, I/we understand that this HK Form and the relevant Title Document(s) will be returned to me/us at the address stated above or, if none is stated, to me/us (or in the case of joint Tendering Shareholders, to the one first named in the HK Branch Register) at the relevant address set out in the HK Branch Register by ordinary post at my/our own risk as soon as possible, and in any event within 10 days from the lapse of the Selective Share Buyback.
Note: Where you have sent one or more transfer receipt(s) and in the meantime the relevant Share certificate(s) has/have been collected by the Company or its agent(s) from the HK Branch Share Registrar on your behalf, you will be sent such Share certificate(s) in lieu of the transfer receipt(s).
 3. I/We enclose the Title Document(s) for the whole/part of my/our holding of Tendered Shares which are to be bought back and cancelled on the terms of the Selective Share Buyback. I/We understand that no acknowledgement of receipt of any HK Form and Title Document(s) will be given. I/We further understand that if documents are to be sent by ordinary post, it will be at my/our own risk.
 4. I/We warrant to the Company and any person involved in the Selective Share Buyback that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the HK Branch Register in connection with my/our participation in the Selective Share Buyback, including the obtaining of any governmental, exchange control or other consent and any registration or filing which may be required in compliance with all necessary formalities, legal or regulatory requirements.

If you wish to participate in the Selective Share Buyback, please complete and sign below.

Branch Share Registrar
in Hong Kong

Tricor Investor Services Limited
(the “HK Branch Share Registrar”)

Level 22, Hopewell Centre,
183 Queen’s Road East, Hong Kong

FOR THE CONSIDERATION stated below, the Transferor(s) named hereby transfer(s) to the Transferee named below the Tendered Share(s) specified in Box 1 below, subject to the terms and conditions set out below and in the Circular, and the Transferee hereby agrees to accept and hold the Tendered Shares subject to such terms and conditions.

PLEASE COMPLETE THIS BOX 	Box 1	NUMBER OF SHARES TO BE TENDERED PURSUANT TO THE SELECTIVE SHARE BUYBACK (please complete):		If you wish to participate in the Selective Share Buyback, please insert here how many of your Shares you wish to tender pursuant in the Selective Share Buyback.
PLEASE COMPLETE THIS BOX 	Box 2	Figures (Do not complete)	Words (Do not complete)	
PLEASE LEAVE BLANK THIS BOX 	Box 3	CERTIFICATE NUMBER(S): (Do not complete)		
	Box 4	TRANSFEROR(S) name(s) and address(es) in full: (Either typewritten or written in block capitals)		Surname(s)
				Other Name(s)
				Company name(s)
				Address(es)
	Telephone Number	Mobile Number		
PLEASE LEAVE BLANK THIS BOX 	Box 5	CONSIDERATION S\$0.07 per Tendered Share tendered pursuant to the Selective Share Buyback (paid in HK\$ at the Tendering Exchange Rate)		

Note: The cheque crossed “Not negotiable – account payee only” and drawn in favour of the Transferor(s) for the cash, will be sent to the Transferor(s) at the registered address shown in the HK Branch Registrar.

PLEASE COMPLETE THIS BOX IF YOU ARE INDIVIDUAL SHAREHOLDER(S) 	Box 6	Signed by the Transferor(s) in the presence of: SIGNATURE OF WITNESS		ALL JOINT HOLDERS MUST SIGN HERE _____ Signature(s) of Transferor(s) _____ Date of submission of this HK Form
		Name of Witness		
		Address of Witness		
		Occupation of Witness		
		HK ID/Passport No.		
PLEASE COMPLETE THIS BOX IF YOU ARE A CORPORATE SHAREHOLDER 	Box 7	The Common Seal of the above Shareholder was hereunto affixed in the presence of: _____ Director _____ Director/Secretary _____ Date of submission of this HK Form		
DO NOT COMPLETE THIS BOX IF YOU ARE A CORPORATE SHAREHOLDER PLEASE LEAVE THIS BOX BLANK	Box 8	Signed by the Director of Authorised Agent on behalf of Transferee in the presence of: SIGNATURE OF WITNESS		Name of Transferee CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED _____ Signature of Director or Authorised Agent on behalf of Transferee
		Name of Witness		
		Address of Witness		
		Occupation of Witness		
		Date of Transfer		

Notes:

- A husband must not witness the signature of his wife and vice versa.
- In the case of joint shareholdings, this HK Form must be signed by all joint Shareholders.
- In the case of a corporation, this HK Form must be executed under its common seal, the seal being affixed and witnessed in accordance with its Memorandum and Articles of Association and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this HK Form, this HK Form may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Company. The Company will be entitled to call for such evidence of due execution or authority as it may think fit.
- Insert the total number of shares for which the Selective Buyback is accepted. If no number is inserted, or a number inserted is greater or smaller than your registered holding of shares, or those physical share(s) tendered for acceptance of the Selective Buyback and you have signed this HK Form, this HK Form will return to you for correction and resubmission. Any corrected HK Form must be resubmitted and received by HK Branch Share Registrar on or before 4:00 pm on the Closing Date.

HOW TO COMPLETE THIS HK FORM

To participate in the Selective Share Buyback, you, as the registered Shareholder of Tendered Shares, should complete and sign the HK Form and forward this entire HK Form, together with the Title Document(s) for the Shares by post or by hand, **to the HK Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in the pre-addressed envelope provided as soon as possible but in any event so as to reach the HK Branch Share Registrar's office no later than 4:00 pm on 3 February 2017 (the Closing Date).** Should any registered Shareholder require any assistance in completing the HK Form or have any queries regarding the procedures for acceptance and settlement or any other aspect in respect of the Selective Share Buyback, he/she may contact the HK Branch Share Registrar at +852 29801333 during the period from the date of the Circular to the Latest Tender Time (4:00 pm on 3 February 2017) (both days inclusive) between 9:00 am to 5:00 pm from Monday to Friday (other than Hong Kong public holidays).

Further provisions in relation to participation in the Selective Share Buyback are set out in Appendix IV to the Circular.

1. If your share certificate(s), and any other relevant Title Document(s), is/are not readily available or is/are lost, this HK Form should nevertheless be completed and returned by the aforesaid time and the relevant Title Document(s) required by the Company forwarded to HK Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible thereafter but in any event before 4:00 pm (Hong Kong time) on the Closing Date. The Tender Price for the Tendered Shares in the form of cheques will not be despatched until these documents or satisfactory indemnities and appropriate statutory declarations are received. Notwithstanding the aforesaid, the Company, its Hong Kong financial adviser, BNP Paribas Securities (Asia) Limited ("Hong Kong Financial Adviser"), and/or the HK Branch Share Registrar will be entitled to reject any elections to participate in the Selective Share Buyback which do not comply with the provisions and instructions contained in the Circular and in this HK Form or which are not accompanied by the relevant Title Document(s) or which are otherwise incomplete, incorrect or invalid in any respect. It is your responsibility to ensure that this HK Form is properly completed in all respects. Any decision to reject this HK Form on the ground that it has been incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and none of the Company, the Hong Kong Financial Adviser and the HK Branch Share Registrar accepts any responsibility or liability in relation to such a decision, including the consequences thereof.
2. If your Tendered Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant Title Document(s) required by the Company together with this HK Form, accompanied by transfer form(s), duly completed and executed by the registered Shareholder(s) and yourself as transferee, and stamped.
3. If you hold share certificate(s) in respect of the Tendered Shares beneficially owned by you and you wish to participate in the Selective Share Buyback, you should not deposit your share certificate(s) with CCASS during the period commencing on the date of the Circular and ending on the Closing Date (both dates inclusive).
4. If you deposit the share certificate(s) in respect of the Tendered Shares beneficially owned by you with CCASS during this period, your CCASS securities account may not be credited with the relevant number of Tendered Shares in time for you to participate in the Selective Share Buyback.
5. If a Shareholder is away from home, for example, abroad or on holiday, this HK Form should be sent by the quickest means (for example, air mail) to the Shareholder for execution, or if he has executed a Power of Attorney, this HK Form may be signed by the Attorney but the signature must be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the original Power of Attorney or a certified true copy thereof should be lodged with this HK Form for noting. No other signatures are acceptable.
6. If your name or other particulars are shown incorrectly on the share certificate(s) accompanying this HK Form, please carry out the following steps:
 - (a) *Incorrect name.* Please complete this HK Form with the correct name and lodge it accompanied by a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed this HK Form are one and the same;
 - (b) *Incorrect address.* Please write the correct address on this HK Form; and
 - (c) *Change of name.* If you have changed your name, please lodge your Marriage Certificate or the Deed Poll with this HK Form for noting.
7. Lodgement of this HK Form with the HK Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, duly completed and signed, together with the relevant share certificate(s) and/or other relevant Title Document(s), shall be conclusive evidence in favour of the Company and the HK Branch Share Registrar of the right and title of the person signing it to deal with the same and with the Tendered Shares to which it relates.