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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)

Hong Kong Stock Code: 1278

Singapore Stock Code: D4N.sj

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company (“EGM”) will be held at 3E-F, Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956 on Wednesday, 30 April 2014 at 11:00 a.m. (or as soon thereafter as the Annual General Meeting (“AGM”) convened to be held at 9:30 a.m. on the same day and at the same place shall have been concluded or adjourned). The EGM is convened for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

To re-appoint the following Directors pursuant to Article 85(1) of the articles of association of the Company (the “Articles”):

- | | |
|---|-----------------------|
| 1. Mr. Fan Haibin be re-appointed as Non-executive Director
[See Explanatory Note (i)] | (Resolution 1) |
| 2. Mr. Zuo Kun be re-appointed as Non-executive Director
[See Explanatory Note (ii)] | (Resolution 2) |
| 3. Mr. Liu Heqiang be re-appointed as Executive Director
[See Explanatory Note (iii)] | (Resolution 3) |
| 4. Mr. Zhang Yan be re-appointed as Non-executive Director
[See Explanatory Note (iv)] | (Resolution 4) |
| 5. Ms. Yang Meiyu be re-appointed as Executive Director
[See Explanatory Note (v)] | (Resolution 5) |
| 6. Mr. Ren Xiaowei be re-appointed as Executive Director
[See Explanatory Note (vi)] | (Resolution 6) |
| 7. Mr. Kong Siu Chee be re-appointed as Independent
Non-executive Director
[See Explanatory Note (vii)] | (Resolution 7) |

By order of the Board
China New Town Development Company Limited
Low Siew Tian
Chan Sau Ling
Joint Company Secretaries

Singapore and Hong Kong, 11 April 2014

Explanatory Notes:

- (i) Mr. Fan Haibin will retire at the AGM in accordance with Article 85(7) of the Articles. Mr. Fan Haibin will, upon re-appointment as Non-executive Director of the Company, remain as Chairman. The biographical details of Mr. Fan Haibin can be found under the Appendix to this Circular.
- (ii) Mr. Zuo Kun will retire at the AGM in accordance with Article 85(7) of the Articles. Mr. Zuo Kun will, upon re-appointment as Non-executive Director of the Company, remain as Vice Chairman. The biographical details of Mr. Zuo Kun can be found under the Appendix to this Circular.
- (iii) Mr. Liu Heqiang will retire at the AGM in accordance with Article 85(7) of the Articles. Mr. Liu Heqiang will, upon re-appointment as Executive Director of the Company, remain as Chief Executive Officer. The biographical details of Mr. Liu Heqiang can be found under the Appendix to this Circular.
- (iv) Mr. Zhang Yan will retire at the AGM in accordance with Article 85(7) of the Articles. The biographical details of Mr. Zhang Yan can be found under the Appendix to this Circular.
- (v) Ms. Yang Meiyu will retire at the AGM in accordance with Article 85(7) of the Articles. The biographical details of Ms. Yang Meiyu can be found under the Appendix to this Circular.
- (vi) Mr. Ren Xiaowei will retire at the AGM in accordance with Article 85(7) of the Articles. The biographical details of Mr. Ren Xiaowei can be found under the Appendix to this Circular.
- (vii) Mr. Kong Siu Chee will retire at the AGM in accordance with Article 86 of the Articles. Mr. Kong Siu Chee is considered by the Board, taking into account the views of the Nominating Committee of the Board, to be an independent director. Mr. Kong Siu Chee will, upon re-appointment as Independent Non-executive Director of the Company, remain as Chairman of the Remuneration Committee and Investment Committee of the Board and a member of the Nominating Committee of the Board. The biographical details of Mr. Kong Siu Chee can be found under the Appendix to this Circular.

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. If a Depositor wishes to appoint a proxy or proxies, then the enclosed Depositor Proxy Form must be completed, signed and deposited at the office of the Company's Singapore share transfer agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time appointed for holding the EGM.
3. If a Shareholder wishes to appoint a proxy or proxies, then the enclosed Shareholder Proxy Form must be completed, signed and deposited at the office of the Company's Singapore share transfer agent, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898 (for Shareholders registered in the Company's British Virgin Islands register), or the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Shareholders registered in the Company's Hong Kong branch register) not less than 48 hours before the time appointed for holding the EGM.
4. Where a member 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 100.0% of the shareholding of the member and the proxy whose name appears second shall be deemed to be appointed in the alternate.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Shi Jian (Vice Chairman), Mr. Liu Heqiang, Ms. Yang Meiyu and Mr. Ren Xiaowei, four non-executive Directors, namely Mr. Fan Haibin (Chairman), Mr. Zuo Kun (Vice Chairman), Mr. Li Yao Min (Vice Chairman) and Mr. Zhang Yan and four 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 the information in this notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statements in this notice misleading.