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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)

Hong Kong Stock Code: 1278

Singapore Stock Code: D4N.si

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China New Town Development Company Limited (the “**Company**”) will be held at The Straits Room, Level 4, The Fullerton Hotel Singapore, 1 Fullerton Square, Singapore 049178 on 17 January 2017 at 2:30 p.m., for the following purposes:

*All capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed in the Company’s circular to shareholders dated the same date hereof (“**Circular**”).*

DELISTING BY WAY OF SELECTIVE SHARE BUYBACK

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“That:

- (a) the Delisting by way of the Selective Share Buyback be and is hereby approved;
- (b) any Tendered Share be cancelled on the Effective Date as determined by the Directors;
- (c) subsequent to the Delisting, Shares registered on the Company Share Register be automatically transferred to the HK Branch Register and new share certificates thereof be issued in favour of such Shareholders in replacement of any existing share certificates held; and
- (d) any Director be and is hereby authorised and empowered, on behalf of the Company, to take all steps, to do all acts and things and sign all agreements, undertakings, documents, deeds and share certificates (including approving any matters in connection with and/or arising from the Delisting and the Selective Share Buyback) as he or she may consider necessary, desirable, expedient or ancillary to give effect to or carry into effect this resolution, the Delisting and the Selective Share Buyback, provided that where the Company seal is required to be affixed to any agreement,

undertaking, document, deed and/or share certificates in connection therewith, the same shall be signed and the Company seal shall (where applicable) be affixed thereon in accordance with the Articles of Association, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.”

By Order of the Board of Directors
China New Town Development Company Limited
Kwok Siu Man
Company Secretary

Singapore and Hong Kong, 21 December 2016

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 Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post 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 Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post at 80 Robinson Road, #02-00 Singapore 068898 (for Shareholders registered in the Company Share Register), or the HK Branch Register, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Shareholders registered in the HK 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 its attorney or a duly authorised officer.
6. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), 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, “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

As at the date of this announcement, the executive directors of the Company are Mr. Liu Heqiang (Chief Executive Officer), Ms. Yang Meiyu, Mr. Ren Xiaowei and Mr. Shi Janson Bing; the non-executive directors of the Company are Mr. Wei Wei (Chairman), Mr. Zuo Kun (Vice Chairman), Mr. Li Yao Min (Vice Chairman) and Mr. Xie Zhen; and the independent non-executive directors of the Company are Mr. Henry Tan Song Kok, Mr. Kong Siu Chee, Mr. Zhang Hao and Mr. E Hock Yap.