



CHINA NEW CITY COMMERCIAL DEVELOPMENT LIMITED

中國新城市商業發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1321)

Procedures for shareholders to propose a person for election as a director

The following procedures for a shareholder (“**Shareholder**”) of China New City Commercial Development Limited (the “**Company**”) to propose a person for election as a director (“**Director**”) of the Company are prepared in accordance with article 110 of the articles of association of the Company and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited:

1. If a Shareholder (“**Nominator**”) wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting of the Company, he/she/it should deposit (or procure the deposit of) (i) a written notice (the “**Proposal Notice**”) signed by the Nominator of his/her/its intention to propose the Candidate for election as a Director; and (ii) a written notice (the “**Consent Notice**”) signed by the Candidate of his/her willingness to be elected as a Director, at either of the following addresses during a period commencing on the day after the dispatch of the notice of the general meeting and ending no later than seven clear days (i.e. excluding the day on which the Proposal Notice/Consent Notice is given or deemed to be given) before the date of such general meeting:

Principal place of business of the Company in Hong Kong

40th Floor, Jardine House,
1 Connaught Place
Central
Hong Kong

Branch share registrar and transfer office of the Company in Hong Kong

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen’s Road East
Hong Kong

2. The Proposal Notice (i) must set out the full name of the Candidate; and (ii) must be dated and signed by the Nominator.
3. The Consent Notice (i) must indicate the Candidate’s willingness to be elected as a Director; and (ii) must be dated and signed by the Candidate.

To enable the Shareholders to make an informed decision on the proposal to elect the Candidate as a Director at a general meeting and in compliance with the Listing Rules, the Company shall publish an announcement or issue a supplementary circular, which shall include particulars of the Candidate as may from time to time be required under the Listing Rules (including, without limitation, the information required under Rule 13.51(2) of the Listing Rules), as soon as is practicable after the receipt of the Proposal Notice and the Consent Notice.

Under Rule 13.40 of the Listing Rule, the Company may, where appropriate, adjourn the general meeting to give Shareholders at least 10 business days to consider the relevant information disclosed in the aforesaid announcement or the supplementary circular.

To avoid potential adjournment of the general meeting and for the Company's compliance with the Listing Rules, the Candidate is required to provide to the Company, upon the lodging of the Consent Notice at either of the addresses stated above or as soon as is practicable thereafter, his/her particulars as required to be disclosed under the Listing Rules for publication in the aforesaid announcement or supplementary circular of the Company.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

9 July 2014