



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)

(the “Company”)

SHAREHOLDERS’ RIGHTS

1. Procedures for shareholders to convene an extraordinary general meeting

1.1 The following procedures for shareholders (“**Shareholders**”, each a “**Shareholder**”) of the Company to convene an extraordinary general meeting (“**EGM**”) of the Company are prepared in accordance with Article 64 of the articles of association of the Company:

- (1) One or more Shareholders (“**Requisitionist(s)**”) holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings shall have the right, by written notice (“**Requisition**”), to require an EGM to be called by the directors of the Company (“**Directors**”) for the transaction of any business specified therein.
- (2) Such Requisition shall be made in writing to the board (“**Board**”) of Directors or the company secretary of the Company at the following address or email address:

Headquarters of the Company

Address: Room 1201, 12th Floor
Building 2, Highlong Plaza
North Ganjie Road
Xiaoshan, Hangzhou
Zhejiang Province, PRC

Email: zhengcx@zafc.com

Attention: the Board of Directors/Company Secretary

- (3) The EGM shall be held within two months after the deposit of such Requisition.
- (4) If the Directors fail to proceed to convene such meeting within twenty-one (21) days of the deposit of such Requisition, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the Requisitionist(s) by the Company.

2. Procedures for raising enquiries

2.1 Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's branch share registrar and transfer office in Hong Kong, details of which are as follows:

Tricor Investor Services Limited

Address: Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

2.2 Shareholders may at any time raise any enquiry in respect of the Company at the following designated contacts, correspondence addresses, email addresses and enquiry hotlines of the Company:

Address: Room 1201, 12th Floor
Building 2, Highlong Plaza
North Ganjie Road
Xiaoshan, Hangzhou
Zhejiang Province, PRC
Email: zhengcx@zafc.com
Tel: (852) 2487 8418
Fax: (852) 2601 9044
Attention: Company Secretary/Board of Directors

2.3 Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

3. Procedures and contact details for putting forward proposals at shareholders' meetings

3.1 To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written notice of his/her/its proposal ("Proposal") with his/her/its detailed contact information at the Company's headquarters at Room 1201, 12th Floor, Building 2, Highlong Plaza, North Ganjie Road, Xiaoshan, Hangzhou, Zhejiang Province, PRC.

3.2 The request will be verified with the Company's branch share registrar and transfer office in Hong Kong and upon their confirmation that the request is proper and in order and made by a Shareholder, the board of directors of the Company will determine in its sole discretion whether the Proposal may be included in the agenda for the general meeting to be set out in the notice of meeting.

3.3 The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (a) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires an ordinary resolution or a special resolution of the Company in an annual general meeting of the Company;
- (b) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of a special resolution of the Company in an extraordinary general meeting of the Company; and
- (c) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of an ordinary resolution of the Company in an extraordinary general meeting of the Company.

9 July 2014