



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)

PROXY FORM

Proxy form for the annual general meeting (the "AGM") to be held at 9:00 a.m. on Wednesday, 18 May 2016 at Conference Room No. 5, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, The People's Republic of China (or any adjournment thereof).

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares of HK\$0.10 each in the capital of China New City Commercial Development Limited ("Company") HEREBY APPOINT (note c) _____ of _____ or, failing him/her, the Chairman of the AGM, to act as my/our proxy to attend for me/us at the AGM to be held at 9:00 a.m. on Wednesday, 18 May 2016 at Conference Room No. 5, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, The People's Republic of China or at any adjournment thereof for the purpose of considering and, if through fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (note d)		FOR (note e)	AGAINST (note e)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditors of the Company for the year ended 31 December 2015		
2.	(a) Each as a separate resolution, to re-elect the following Directors as Directors:		
	(i) Mr. Dong Shuixiao		
	(ii) Mr. Ng Sze Yuen, Terry		
	(iii) Mr. Xu Chengfa		
	(iv) Mr. Yim Chun Leung		
(b)	To authorise the board of Directors to fix the Directors' remuneration		
3.	To re-appoint Ernst & Young as the auditors of the Company and authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the shares of the Company		
5.	To grant a general mandate to the Directors to purchase the shares of the Company		
6.	To add the number of shares of the Company repurchased by the Company under resolution no.5 to the mandate granted to the Directors under resolution no. 4.		

Dated this _____ day of _____ 2016

Shareholder's signature _____ (notes f, g, h, i, j)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company (the "Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions appears in the notice of the AGM incorporated in the circular of the Company dated 12 April 2016.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE INDICATE WITH A TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PUT A TICK ("✓") IN THE BOXES MARKED "AGAINST".** In absence of any such indication, your proxy may vote for or against any of the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the AGM other than that referred to in the notice convening the AGM.
- Where there are joint registered holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time fixed for holding the AGM or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.