

# Preferential Offering – BLUE FORM 優先發售 – 藍表

## Please use this Application Form if you are a Qualifying Zhong An Shareholder

### 閣下如為合資格眾安股東，請使用本申請表格

NOTE: Unless otherwise defined herein, terms used in this Application Form bear the same meanings as defined in the prospectus dated June 17, 2014 (the Prospectus) of China New City Commercial Development Limited (the Company).  
附註：除本申請表格另有界定外，本申請表格所用詞彙與中國新城市商業發展有限公司（本公司）於2014年6月17日刊發的招股章程（招股章程）所界定者具有相同涵義。

Please staple  
your payment  
here  
請將股款  
繫釘在此

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) and Hong Kong Securities Clearing Company Limited (HKSCC) take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE, YELLOW and GREEN Application Forms, the Prospectus and the other documents specified in the paragraphs headed Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

本申請表格與白色、黃色及綠色申請表格、招股章程及招股章程附錄六呈送香港公司註冊處處長及備查文件所列明的其他文件，已遵照香港公司（清盤及雜項條文）條例第342C條的規定，送交香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件的內容概不負責。

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to subscribe or buy nor shall there be any subscription or sale of Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This Application Form and the Prospectus are not for publication, release or distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale or subscription in the United States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the U.S. Securities Act) and may not be offered or sold except pursuant to registration or exemption from the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

本申請表格及招股章程概不構成提出出售要約或邀請認購或購買的要約，而在任何作出有關要約、邀請或出售即屬違法的司法權區內，概不認購或出售股份。本申請表格及招股章程不得在或向美國境內直接或間接刊發、發出或分派，而此項申請亦不得在美國境內出售或認購股份的要約。股份未曾亦將不會根據1933年《美國證券法》（經修訂）（《美國證券法》）登記。除根據《美國證券法》登記或獲豁免登記規定而提呈發售或出售外，概不可提呈發售或出售。發售股份乃根據美國證券法S規則於美國境外透過離岸交易提呈發售及出售。

The information contained in this Application Form is not for publication, distribution, or release outside Hong Kong, including but not limited to the United States, Canada, Malaysia, New Zealand, Singapore and the United Kingdom.

本申請表格所載資料不得於香港以外地區（包括但不限於美國、加拿大、馬來西亞、新加坡及英國）刊發、派發或發售。



## 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)

(於開曼群島註冊成立之有限公司)

Stock code : 1321

股份代號 : 1321

Maximum Offer Price : HK\$2.92 per Hong Kong Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

最高發售價 : 每股香港發售股份2.92港元另加1.0%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費（須於申請時以港元繳足，可予退還）

### Application Form for Reserved Shares

#### 預留股份申請表格

For Qualifying Zhong An Shareholders, applications will be accepted until 12:00 noon on Friday, June 20, 2014 (or such other time or date as may be subsequently be announced).

You must read the conditions and instructions attached to this Application Form.

To be valid, you must complete all applicable parts of this Application Form.

Please write clearly in English and in ink.

合資格眾安股東的截止接受申請時間為  
2014年6月20日（星期五）中午12時正（或其後公佈的其他日期或時間）。

閣下務必細閱本申請表格所載條件及指示。

本申請表格各適用部分必須以英文用墨水筆或

原子筆清楚填妥，方為有效。

To: China New City Commercial Development Limited  
BOCOM International Securities Limited  
BOCOM International (Asia) Limited  
Haitong International Securities Company Limited  
KGI Capital Asia Limited  
GF Securities (Hong Kong) Brokerage Limited  
Hong Kong Underwriters

致：中國新城市商業發展有限公司  
交銀國際證券有限公司  
交銀國際（亞洲）有限公司  
海通國際證券有限公司  
凱基金融亞洲有限公司  
廣發證券（香港）經紀有限公司  
香港包銷商

I/We (Note):

- being the Qualifying Zhong An Shareholder(s) named overleaf, apply for the number of Reserved Shares specified or deemed to be specified, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum and Articles of Association of the Company;
- enclose payment in full for the Reserved Shares applied for at the maximum Offer Price of HK\$2.92 per Offer Share, including a 1% brokerage fee, a 0.003% SFC transaction levy and a 0.005% Stock Exchange trading fee; undertake and agree to accept the Reserved Shares applied for, or any lesser number allotted to me/us on this application;
- warrant that this is the only application made by me/us for Reserved Shares for my/our own benefit;
- understand and confirm that these declarations and representations will be relied upon by the Company and the Sole Global Coordinator in deciding whether or not to make any allotment of Reserved Shares to me/us in response to this application and that I/we may be prosecuted for making a false declaration;
- authorise the Company to place my/our name(s) on the Share Register as the holder(s) of any Reserved Shares to be allotted to me/us and such other registers as required, and despatch any Share certificate(s) (where applicable) and/or any refund cheque(s) (where applicable) to me/us by ordinary post at my/our own risk to the address stated in this Application Form unless I/we have applied for 1,000,000 Reserved Shares or more, I may collect any Share certificate(s) and/or any refund cheque (where applicable) personally;
- undertake to sign all documents and to do all things necessary to enable me/us to be registered as the holder of the Reserved Shares to be allocated to me/us, and as required by the Memorandum and Articles of Association of the Company;
- request that any refund cheque(s) (if any) be made payable to me/the first-named of us (in the case of joint applicants) in this Application Form;
- have read the terms and conditions and application procedures set out on the pages attached to this Application Form and in the Prospectus and agree to be bound by them, and am aware of the restrictions on the Preferential Offering described in the Prospectus;
- represent, warrant and undertake that the allotment of, or application for, the Reserved Shares would not require, the Company, the Directors, the Sole Sponsor, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers or the Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
- represent, warrant and undertake that I am not/we are not restricted by any applicable laws of Hong Kong or elsewhere from making this application, paying any application monies for, or being allotted or taking up any Reserved Shares; that I/we understand that the Reserved Shares have not been and will not be registered under the U.S. Securities Act; and that I/we will acquire the Reserved Shares in an "offshore transaction" (within the meaning of Regulation S under the U.S. Securities Act); and
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

本人/吾等(附註):

- 乃名列背頁之合資格眾安股東，按照招股章程及本申請表格所載條款及條件以及在貴公司組織章程大綱及細則之規限下，申請所指定或視作指定數目之預留股份；
- 夾附以最高發售價每股發售股份2.92港元計算申請認購預留股份所需的全數付款（包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費）；
- 承諾及保證我/我們就預留股份為本人/吾等本身利益作出之唯一申請；
- 明白及確認：貴公司及獨家全球協調人將依賴該等聲明及陳述，以決定是否根據本申請向本人/吾等配發任何預留股份，而本人/吾等如果作出虛假聲明可能會被檢控；
- 授權：貴公司向本人/吾等的姓名/名稱列入股份登記冊內，作為將配發予本人/吾等的任何預留股份的持有人，及其他規定的登記冊內，並按本申請表格上所示地址以普通郵遞方式向本人/我們寄發任何股票（如適用）及/或任何退款支票（如適用），郵遞風險概由本人/吾等自行承擔（除非本人/吾等申請1,000,000股或以上預留股份，本人可親自領取任何股票及/或任何退款支票（如適用））；
- 承諾簽署所有文件並進行所有必要的事宜，以及根據貴公司組織章程大綱及細則規定讓本人/吾等登記為獲分配的預留股份的持有人；
- 要求任何退款支票（如有）以本人/本申請表格內吾等的排名首位者（倘屬聯名申請人）為抬頭人；
- 已細閱本申請表格附隨各頁及招股章程所載的條款及條件及申請程序，並同意受其約束且知悉招股章程所述有關優先發售的限制；
- 聲明、保證及承諾配發或申請認購預留股份不會引致：貴公司、董事、獨家保薦人、獨家全球協調人、聯席賬簿管理人、聯席牽頭經辦人或包銷商須遵從香港以外任何地區的任何法律或法規的任何規定（不論是否具法律效力）；
- 聲明、保證及承諾本人/吾等並非香港或其他地區任何適用法律規定不得作出是項申請、支付任何申請款項或獲配發或接納任何預留股份之受限制人士；及本人/吾等明白預留股份未曾亦不會根據《美國證券法》予以登記，而本人/吾等將在「離岸交易」（定義見《美國證券法》S規則）中購買預留股份；及
- 同意本申請、任何對本申請的接洽以及因此訂立的合同，將受香港法例規管及按其詮釋。

附註：

為免生疑，香港中央結算有限公司或香港中央結算（代理人）有限公司不會發出下列任何聲明、擔保或承諾，亦不會受下列任何聲明、擔保或承諾所限。

Note: For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited will give, or be subject to, any of the below representations, warranties or undertakings.

#### Warning:

- It is important that you read the terms and conditions and application procedures overleaf.
- You must sign this Application Form in writing (and not by way of personal chop), otherwise the application is liable to be rejected.
- Only one application may be made for the benefit of any person for Reserved Shares on a BLUE Application Form. The following are liable to be rejected: multiple or suspected multiple applications for Reserved Shares and applications where cheques or banker's cashier orders are dishonoured upon the first presentation.
- You may be prosecuted if you make a false declaration.
- All information stated in this Application Form must be the same as that maintained by Zhong An or any of its wholly-owned subsidiaries.
- You must complete this Application Form in English (except Chinese name) unless stated, otherwise the application is liable to be rejected.
- Any alteration to any application detail that you provide on this Application Form should be authorised by the signature of the applicant.
- You or, if you are joint applicants, the first-named applicant must provide your Hong Kong identity card number/passport number/Hong Kong business registration certificate number.

#### 警告:

- 閣下必須細閱背頁的條款和條件及申請程序。
- 閣下必須以書面方式（不得以個人印章方式）簽署本申請表格，否則申請會被拒絕受理。
- 任何人士僅可為本身利益以藍色申請表格就預留股份作出一項申請。下列情況將不被受理：就預留股份作出的重複或疑慮重複申請以及支票或銀行本票在首次過戶時未能兌現的申請。
- 倘閣下作出虛假聲明，則可遭檢控。
- 在本申請表格中聲明的所有資料必須與眾安或其任何全資附屬公司所保留者相同。
- 除中文姓名/名稱外，閣下必須以英文填寫本申請表格（除非另有指明），否則申請會被拒絕受理。
- 閣下於本申請表格提供的任何申請資料如有任何更改，須由申請人簽署授權。
- 閣下或（倘閣下為聯名申請人）排名首位申請人必須提供香港身份證號碼/護照號碼/香港商業登記證號碼。

**Preferential Offering – BLUE FORM 優先發售 – 藍表**  
**Please use this Application Form if you are a Qualifying Zhong An Shareholder**  
**閣下如為合資格眾安股東，請使用本申請表格**

Name(s) and address of the Qualifying Zhong An Shareholder

合資格眾安股東姓名及地址

**Application Form number 申請表格編號**

**Identifier 識別號**

**Option 1 – Apply for a number of Reserved Shares that is equal to your Assured Entitlement**  
 A valid application made on this Application Form for a number of Reserved Shares that is equal to a Qualifying Zhong An Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions set out in this Application Form and the Prospectus and assuming that the conditions of the Preferential Offering are satisfied.

You need to complete and sign this Application Form and submit one cheque (or banker's cashier order) for the exact amount of remittance printed in Box B on the right.

**選項 1 – 申請之預留股份數目相等於閣下的保證配額**

在本申請表格及招股章程所載條款及條件規限下且假設優先發售之條件得以達成，以本申請表格認購相等於合資格眾安股東優先發售項下保證配額數目之預留股份之有效申請將獲全數接納。  
 閣下須填妥及簽署本申請表格並提交一張支票（或銀行本票）支付於右方乙欄列明的應付款項。

<b>Box A</b> 甲欄	Number of Zhong An Shares registered in your name as at 4:30 p.m. on Friday, June 6, 2014 (the "Record Date"); 於2014年6月6日(星期五)(「記錄日期」)下午4時30分以閣下名義登記之眾安股份數目；	
<b>Box B</b> 乙欄	Number of Reserved Shares in your Assured Entitlement; 閣下所獲保證配額之預留股份數目；	Amount payable if your Assured Entitlement is taken up in full; 閣下的保證配額獲全數接納之應付款項；
		HKS 港元

**Option 2 – Apply for a number of Reserved Shares up to your Assured Entitlement and Excess Reserved Shares**

If a valid application is made on this Application Form for both Assured Entitlement and Excess Reserved Shares, the relevant Assured Entitlement will be satisfied in full, but the excess portion of such application will only be met to the extent that there are sufficient available Reserved Shares. Such application will be subject to the terms and conditions set out in this Application Form and the Prospectus and assuming that the conditions of the Preferential Offering are satisfied.

If the Assured Entitlement portion you intend to apply for is less than your Assured Entitlement, you are recommended to apply for a number which is one of the numbers set out in the payment table below, otherwise you must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the special formula set out in this Application Form.

The number of Excess Reserved Shares that you intend to apply for is recommended to be one of the numbers set out in the payment table below. If the number of Excess Reserved Shares applied for is not one of the numbers set out in the payment table below, the excess application will be rejected if the amount on the cheque/banker's cashier order does not match with the amount payable calculated by using the special formula set out in this Application Form.

You should (i) write the number of Assured Entitlement applied for and the amount payable (the table below) in Box C; (ii) the Excess Reserved Shares applied for and the amount payable (the table below) in Box D; (iii) add the Assured Entitlement and the Excess Reserved Shares, together with the corresponding total amount payable (sum of the amount you put in Box C and Box D) and the total in Box E; and (iv) submit the total application monies in one cheque (or banker's cashier order).

**選項 2 – 申請不超過保證配額的預留股份數目及超額預留股份**

倘以本申請表格有效申請保證配額及超額預留股份，相關保證配額將獲悉數配發，但有關申請的超額部分則只有在足夠的可用預留股份的情況下方獲接納。有關申請將受到本申請表格及招股章程所載條款及條件的規限且假設優先發售的條件得以達成。

倘閣下擬申請的保證配額部份少於閣下的保證配額，建議閣下申請下列表之一覽表中載列的其中一個數目，否則閣下必須利用本申請表格所載之特定公式計算申請有關預留股份數目之正確應繳金額。建議閣下擬申請之超額預留股份數目應為下列表之一覽表所列的其中一個數目。如申請的超額預留股份數目並非下文應付款項一覽表所列的其中一個數目，而支票/銀行本票上的金額與利用本申請表格所載之特定公式計算的應付金額不符，則超額申請會被拒絕受理。

閣下須(i)將申請保證配額的數目及應付款項(應從下表中選擇)填於丙欄；(ii)將申請超額預留股份的數目及應付款項(應從下表中選擇)填於丁欄；(iii)自行相加保證配額及超額預留股份數目，連同相應的應付款項總額(閣下於丙欄和丁欄所填的金額之總和)填於戊欄；及(iv)提交一張支票(或銀行本票)支付申請應付總額。

<b>Box C</b> 丙欄	Number of Assured Entitlement applied for (not to exceed the number in Box B); 申請保證配額之數目(不得超過乙欄之數目)；	Amount payable for Assured Entitlement; 保證配額之應付款項；
		HKS 港元
<b>Box D</b> 丁欄	Number of Reserved Shares in excess of your Assured Entitlement applied for ("Excess Reserved Shares") (not to exceed 47,352,700 Reserved Shares); 申請超過保證配額之預留股份數目(「超額預留股份」)(不得超過47,352,700股預留股份)；	Amount payable for Excess Reserved Shares; 超額預留股份之應付款項；
		HKS 港元
<b>Box E</b> 戊欄	Total number of Reserved Shares applied for (Box C + Box D) (not to exceed 47,352,700 Reserved Shares); 申請預留股份的總數(丙欄+丁欄)(不得超過47,352,700股預留股份)；	Amount payable for total number of Reserved Shares (amount payable in Box C + amount payable in Box D); 預留股份總數之應付款項(丙欄應付款項+丁欄應付款項)；
		HKS 港元

**NUMBER OF RESERVED SHARES THAT MAY BE APPLIED FOR AND PAYMENTS**

**可供申請認購的預留股份數目及應繳款項**

Number of Reserved Shares applied for 申請認購的預留股份數目	Amount payable on application 申請時應繳款項 港元	Number of Reserved Shares applied for 申請認購的預留股份數目	Amount payable on application 申請時應繳款項 港元	Number of Reserved Shares applied for 申請認購的預留股份數目	Amount payable on application 申請時應繳款項 港元
1,000	2,949.44	45,000	132,724.51	2,000,000	5,898,867.20
2,000	5,898.87	50,000	147,471.68	3,000,000	8,848,300.80
3,000	8,848.30	60,000	176,966.02	4,000,000	11,797,734.40
4,000	11,797.73	70,000	206,460.35	5,000,000	14,747,168.00
5,000	14,747.17	80,000	235,954.69	6,000,000	17,696,601.60
6,000	17,696.61	90,000	265,449.02	7,000,000	20,646,035.20
7,000	20,646.03	100,000	294,943.36	8,000,000	23,595,468.80
8,000	23,595.47	200,000	589,886.72	9,000,000	26,544,902.40
9,000	26,544.90	300,000	884,830.08	10,000,000	29,494,336.00
10,000	29,494.34	400,000	1,179,773.44	20,000,000	58,988,672.00
15,000	44,241.50	500,000	1,474,716.80	30,000,000	88,483,008.00
20,000	58,988.67	600,000	1,769,660.16	40,000,000	117,977,344.00
25,000	73,735.84	700,000	2,064,603.52	47,352,700*	139,663,644.43
30,000	88,483.01	800,000	2,359,546.88		
35,000	103,230.18	900,000	2,654,490.24		
40,000	117,977.34	1,000,000	2,949,433.60		

\* Maximum number of Reserved Shares you may apply for.

To the extent that excess applications for the Reserved Shares are:

(a) less than the available Reserved Shares, the available Reserved Shares will first be allocated to satisfy such excess applications for the Reserved Shares in full and thereafter will be allocated, at the discretion of the Sole Global Coordinator, to the International Offering;

(b) equal to the available Reserved Shares, the available Reserved Shares will be allocated to satisfy such excess applications for the Reserved Shares in full; or

(c) more than the available Reserved Shares, the available Reserved Shares will be allocated on an allocation basis which will be consistent with the allocation basis commonly used in the case of over-subscription in public offerings in Hong Kong, where a higher allocation percentage will be applied in respect of smaller applications. If there are any Reserved Shares left after satisfying the excess applications, such Reserved Shares will be re-allocated, at the discretion of the Sole Global Coordinator, to the International Offering. No preference will be given to any excess applications made to top up odd lot holdings to whole lot holdings of Reserved Shares.

Save for the above, the Preferential Offering will not be subject to the clawback arrangement between the International Offering and the Hong Kong Public Offering.

\* 閣下可申請認購的預留股份最高數目。

倘預留股份的超額申請：

(a) 少於可用預留股份，則可用預留股份將首先分配以悉數滿足該等預留股份的超額申請，其後則由獨家全球協調人酌情分配至國際發售；

(b) 與可用預留股份相同，則可用預留股份將分配以悉數滿足該等預留股份的超額申請；或

(c) 多於可用預留股份，則可用預留股份將按與香港公開發售中出現超額認購時常用的分配比率一致的分配比率分配，即認購額較低的申請將獲較高的分配百分比。倘滿足超額申請後有任何剩餘的預留股份，有關預留股份將由獨家全球協調人酌情重新分配至國際發售。

為滿足股份的需要持有量至一手完整持有量作出的任何超額申請將不會獲得優先處理。

除上述所述者外，優先發售將不受國際發售與香港公開發售之間的回補安排所限。

**Please remember to complete the form and sign on the next page before you submit this Application Form.**

遞交表格前，請謹記於下一頁填妥及簽署本申請表格。

**Preferential Offering – BLUE FORM 優先發售 – 藍表**  
**Please use this Application Form if you are a Qualifying Zhong An Shareholder**  
**閣下如為合資格眾安股東，請使用本申請表格**

**Option 3 – Apply for Excess Reserved Shares only**

If an application is made on this Application Form for Excess Reserved Shares only, such application will only be met to the extent that there are sufficient available Reserved Shares. Such application will be subject to the terms and conditions set out in this Application Form and the Prospectus and assuming that the conditions of the Preferential Offering are satisfied.

The number of Excess Reserved Shares that you intend to apply for should be one of the numbers set out in the payment table on the left. If the number of Excess Reserved Shares applied for is not one of the numbers set out in the table on the left, the excess application will be rejected if the amount on the cheque/banker's cashier order does not match with the amount payable calculated by using the formula set out in the Application Form.

**選項 3 – 只申請超額預留股份**

倘以本申請表格只申請超額預留股份，有關申請則只有在有足夠的可用預留股份的情況下方獲接納。有關申請將受到本申請表格及招股章程所載條款及條件的規限且假設優先發售的條件得以達成。

閣下擬申請之超額預留股份數目應為左方款項一覽表所列的其中一個數目。如申請的超額預留股份數目並非左方表格所列的其中一個數目，而支票/銀行本票上的金額與利用本申請表格所載之公式計算的應付金額不符，則超額申請會遭拒絕受理。

**Box F**  
己欄

Number of Excess Reserved Shares applied for (not to exceed 47,352,700 Reserved Shares): 申請的超額預留股份數目(不得超過 47,352,700 股預留股份):	Amount payable for Excess Reserved Shares: 超額預留股份之應付款項:
	HKS 港元

**Option 4 – Apply for a number of Reserved Shares that is less than your Assured Entitlement**

A valid application made on this Application Form for a number of Reserved Shares that is less than a Qualifying Zhong An Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions set out in this Application Form and the Prospectus and assuming that the conditions of the Preferential Offering are satisfied.

If your application is made for a number of Reserved Shares that is less than your Assured Entitlement as a Qualifying Zhong An Shareholder, you are recommended to apply for a number which is one of the numbers set out in the table below, otherwise you must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the formula set out in the Application Form.

**選項 4 – 申請之預留股份數目少於 閣下的保證配額**

在本申請表格及招股章程所載條款及條件規限下且假設優先發售之條件得以達成，以本申請表格認購少於合資格眾安股東優先發售項下保證配額數目之預留股份之有效申請將獲全數接納。

倘 閣下申請之預留股份數目少於 閣下作為合資格眾安股東獲得的保證配額，建議 閣下申請本申請表格中載列的其中一個數目，否則 閣下必須利用下方所載之公式計算申請有關預留股份數目之正確應繳金額。

**Box G**  
庚欄

Number of Reserved Shares applied for that is less than your Assured Entitlement: 申請之預留股份數目少於保證配額:	Amount payable for Reserved Shares applied for that is less than your Assured Entitlement: 申請少於保證配額之預留股份應付款項:
	HKS 港元

Formula for calculating total amount of remittance payable:

A = No. of Reserved Shares applied for x HK\$2.92

B = A x 0.01 (round to the nearest cent)

C = A x 0.00005 (round to the nearest cent)

D = A x 0.00003 (round to the nearest cent)

Total Amount Payable = A+B+C+D

計算應繳總額的公式：

A = 申請預留股份之數目 x 2.92 港元

B = A x 0.01 (四捨五入至仙位)

C = A x 0.00005 (四捨五入至仙位)

D = A x 0.00003 (四捨五入至仙位)

應繳款項總額 = A+B+C+D

If you apply for 1,000 Reserved Shares:

A = 1,000 x HK\$2.92 = HK\$2,920.00

B = A x 0.01 (round to the nearest cent) = HK\$29.20

C = A x 0.00005 (round to the nearest cent) = HK\$0.15

D = A x 0.00003 (round to the nearest cent) = HK\$0.09

Total Amount Payable = HK\$2,949.44

如 閣下申請 1,000 股預留股份：

A = 1,000 x 2.92 港元 = 2,920.00 港元

B = A x 0.01 (四捨五入至仙位) = 29.20 港元

C = A x 0.00005 (四捨五入至仙位) = 0.15 港元

D = A x 0.00003 (四捨五入至仙位) = 0.09 港元

應繳款項總額 = 2,949.44 港元

**YOU CAN APPLY FOR RESERVED SHARES BY CHOOSING ONE OF THE FOUR OPTIONS ABOVE**

**閣下可選擇使用上方四個選項中其中一個申請預留股份**

Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Bank of Communications (Nominee) Co. Ltd. – China New City Preferential Offer"  
 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出，並須註明抬頭人為「交通銀行(代理人)有限公司－中國新城市優先發售」

Cheque/Banker's cashier order number\*  
支票/銀行本票號碼\*

Name of bank on which cheque/  
banker's cashier order is drawn\*  
支票/銀行本票之付款銀行名稱\*

Contact telephone no.  
聯絡電話號碼

Signed by (all) applicant(s) (all joint applicants must sign):  
由(所有)申請人簽署(所有聯名申請人必須簽署):

**You (or, if you are joint applicants, the first-named applicant) must provide your Hong Kong identity card number/passport number/Hong Kong business registration certificate number (Please delete as appropriate)**  
 閣下或(倘 閣下為聯名申請人)排名首位申請人必須提供香港身份證號碼/護照號碼/香港商業登記證號碼(請刪除不適用者)

Date: 日期: ..... / ..... / .....  
 D 日 M 月 Y 年

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Sample

樣版

**Preferential Offering – BLUE FORM 優先發售 – 藍表**  
**Please use this Application Form if you are a Qualifying Zhong An Shareholder**  
**閣下如為合資格眾安股東，請使用本申請表格**



**China New City Commercial Development Limited**  
*(Incorporated in the Cayman Islands with limited liability)*

**GLOBAL OFFERING**

**Conditions of your Application**

Unless otherwise stated, capitalized terms used in these terms and conditions have the same meanings ascribed thereto in the Prospectus.

**A. Who can apply**

1. You, the applicant(s), and any person(s) for whose benefit you are applying, must be a Qualifying Zhong An Shareholder(s).
2. If you are a firm, the application must be in the names of the individual members, not in the name of the firm.
3. If you are a body corporate, the application must be stamped with the company chop (bearing the company name) and signed by a duly authorised officer, who must state his or her representative capacity.  
Save under the circumstances permitted by the Listing Rules, you cannot apply for any Reserved Shares if you or (with the exception of HKSCC Nominees) any person(s) for whose benefit you are applying are/is:
  - an existing beneficial owner of Shares;
  - a director or chief executive of the Company;
  - a connected person (as defined in the Listing Rules) of the Company or a person who will become a connected person of the Company immediately upon completion of the Global Offering;
  - an associate (as defined in the Listing Rules) of any of the above;
  - within the United States (within the meaning of Regulation S under the U.S. Securities Act), other than a person described in paragraph (b)(3) of Rule 902 of Regulation S under the U.S. Securities Act; or
  - a Non-Qualifying Zhong An Shareholder.Non-Qualifying Zhong An Shareholders are Overseas Zhong An Shareholders whose names appeared in the branch register of members of Zhong An in Hong Kong at 4:30 p.m. on the Record Date and whose addresses as shown in such register are in the PRC and/or in such other jurisdictions which the Directors and the Company, having made relevant enquiries, considered it necessary or expedient to exclude such Overseas Zhong An Shareholders from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction.
5. The number of joint applicants may not exceed four.

**B. Allocation of Reserved Shares**

A valid application for a number of Reserved Shares that is less than or equal to your Assured Entitlement will be accepted in full, subject to the terms and conditions of this Application Form and the Prospectus and assuming that the conditions of the Preferential Offering are satisfied. If an application is made for a number of Reserved Shares that is more than your Assured Entitlement, you are recommended to apply for a number in one of the numbers set out in the table of numbers and payments in this Application Form and make a payment of the corresponding amount. Otherwise you must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the statistics set out in this Application Form. If an application is made for a number of Reserved Shares that is greater than your Assured Entitlement, the relevant Assured Entitlement will be satisfied in full, but the excess portion of such application will only be met to the extent that there are sufficient available Reserved Shares. To the extent that excess applications for the Reserved Shares are:

- (i) less than the available Reserved Shares, the available Reserved Shares will first be allocated to satisfy such excess applications for the Reserved Shares in full and thereafter will be allocated, at the discretion of the Sole Global Coordinator, to the International Offering;
- (ii) equal to the available Reserved Shares, the available Reserved Shares will be allocated to satisfy such excess applications for the Reserved Shares in full; or
- (iii) more than the available Reserved Shares, the available Reserved Shares will be allocated with an allocation basis which will be consistent with the allocation basis commonly used in the case of over-subscriptions in public offerings in Hong Kong, where a higher allocation percentage will be applied in respect of smaller applications. If there are any Shares left after satisfying the excess applications, such Shares will be re-allocated, at the discretion of the Sole Global Coordinator, to the International Offering. No preference will be given to any excess applications made to top up odd lot holdings to whole lot holdings of Shares.

The Preferential Offering will not be subject to the clawback arrangement between the International Offering and the Hong Kong Public Offering. If no number is inserted in Box C, Box D, Box E, Box F or Box G overall, you will be deemed to have applied for such number of Reserved Shares shown in Box B. Any application not accompanied by the correct amount of application monies will be treated as invalid in its entirety and no Reserved Shares will be allotted to such applicant (except when the number of Shares applied is more than the Assured Entitlement and the amount of application money accompanied is not less than the amount payable shown in Box B, the Assured Entitlement will be accepted in full). Qualifying Zhong An Shareholders should note that Assured Entitlements may represent Shares which are not in a multiple of a full board lot of 1,000 Shares. Dealings in odd lots of Shares may be at or below their prevailing market price.

In addition to any application for Reserved Shares made under a BLUE Application Form, Qualifying Zhong An Shareholders will be entitled to make one application for Hong Kong Offer Shares on WHITE or YELLOW Application Forms or by giving electronic application instructions to HKSCC via CCASS or by applying through the HK eIPO White Form service. Qualifying Zhong An Shareholders will receive no preference as to entitlement or allocation in respect of applications for Hong Kong Offer Shares made on WHITE or YELLOW Application Forms or by giving electronic application instructions to HKSCC or to the HK eIPO White Form Service Provider via the HK eIPO White Form service under the Hong Kong Public Offering. Qualifying Zhong An Shareholders are entitled to apply on a basis on an Assured Entitlement of 20 Reserved Shares for every whole multiple of 1,000 Zhong An Shares held by each Qualifying Zhong An Shareholder as at 4:30 p.m. on the Record Date.

**C. Supplemental Information**

If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application for Reserved Shares may or may not (depending on the information contained in the supplement) be notified that they are required to confirm their applications. If applicant(s) for Reserved Shares have been so notified but have not confirmed their applications for Reserved Shares in accordance with the procedure to be notified, all unconfirmed applications for Reserved Shares will not be valid. Subject to the above and below, an application for Reserved Shares once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus as published.

**D. Effect of completing and submitting this Application Form**

- By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:
- instruct and authorise the Company and/or the Sole Global Coordinator, the Joint Bookrunners, and/or the Joint Lead Managers (or their respective agents or nominees), to execute any transfer forms, contract notes or other documents on your behalf and to do on your behalf all other things necessary to effect the registration of any Reserved Shares allocated to you in your name(s) as required by the Articles of Association of the Company and otherwise to give effect to the arrangements described in the Prospectus and this Application Form;
  - undertake to sign all documents and to do all things necessary to enable you to be registered as the holder of the Reserved Shares allocated to you, and as required by the Articles of Association of the Company;
  - represent, warrant and undertake that you understand that the Reserved Shares have not been and will not be registered under the U.S. Securities Act; and that, with the exception of HKSCC Nominees, you or any other person for whose account or benefit you are acquiring Reserved Shares will acquire the Reserved Shares in an "offshore transaction" (within the meaning of Regulation S under the U.S. Securities Act);
  - confirm that you have only relied on the information and representations contained in the Prospectus and this Application Form in making this application, and will not rely on any other information or representation save as set out in any supplement to the Prospectus;
  - agree that the Company, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor and the Underwriters, any of their respective directors, officers, employees, agents or advisers and any other parties involved in the Global Offering, are liable only for the information and representations contained in the Prospectus and any supplement to the Prospectus (and only to the extent of their liability) held to exist by a court of competent jurisdiction);
  - agree (without prejudice to any other rights which you may have) that once this application has been accepted, you may not rescind it due to an innocent misrepresentation;
  - if this application is made by an agent on your behalf warrant that you have validly and irrevocably conferred on your agent all necessary power and authority to make this application;
  - (if you are an agent for another person) warrant that reasonable enquiries have been made of the beneficial owner that this application is the only application which will be made for the benefit of that other person on a BLUE Application Form and that you are duly authorised to sign this Application Form as that other person's agent;
  - agree that once your application is accepted, your application will be evidenced by the results of the Preferential Offering made available by the Company;
  - warrant the truth and accuracy of the information contained in this application;
  - agree to disclose to the Company, the Hong Kong Share Registrar, the receiving banks, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers and the Sole Sponsor and the Underwriters, and their respective advisers and agents, any information about you or, with the exception of HKSCC Nominees, the person(s) for whose benefit you have made the application which they require;
  - warrant that, in making an application, you or any person(s) on whose behalf you may be acting is/are Qualifying Zhong An Shareholder(s);
  - represent, warrant and undertake that, save under the circumstances permitted by the Listing Rules, in making this application, you and/or, with the exception of HKSCC Nominees, any person(s) for whose behalf you may be acting are not connected person(s) or person(s) who will become connected person(s) of the Company immediately upon completion of the Global Offering; the subscribers for Reserved Shares in this application and/or, with the exception of HKSCC Nominees, any person(s) on whose behalf you may be acting is not financed directly or indirectly by a connected person of the Company, and you and/or, with the exception of HKSCC Nominees, any person(s) on whose behalf you may be acting is not taking instructions from a connected person of the Company in making this subscription for Reserved Shares;
  - agree that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
  - undertake and agree to accept the Reserved Shares applied for, or any lesser number allocated to you under the application;

- authorise the Company to place your name(s) on the Company's branch register of members on Hong Kong as the holder(s) of any Reserved Shares allocated to you and dispatch any Share certificate(s) (where applicable) and/or refund cheque(s) (where applicable) to you or (in case of joint applicants) the first-named applicant in this Application Form by ordinary post at your own risk to the address stated on this Application Form (except if you have applied for 1,000,000 Reserved Shares or more, you may collect your refund cheque and Share certificate (where applicable) in person);
  - confirm that you are aware of the restrictions on the Preferential Offering of the Reserved Shares described in the Prospectus and this Application Form;
  - understand that these declarations and representations will be relied upon by the Company, the Directors, the Sole Global Coordinator, and the Sole Sponsor in deciding whether or not to allocate any Reserved Shares in response to your application;
  - if the laws of any place outside Hong Kong are applicable to your application, you agree and warrant that you have complied with all such laws and none of the Company, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor and the Underwriters, nor any of their respective officers or advisers, will infringe any laws outside Hong Kong as a result of the acceptance of your offer to purchase any Reserved Shares, or any actions arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form; agree with the Company and each Shareholder, and the Company agrees with each Shareholder to observe and comply with the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;
  - agree with the Company and each Shareholder that the Shares are freely transferable by the holder thereof; and
  - agree to disclose to the Company, the Hong Kong Share Registrar, the receiving banks, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers and the Sole Sponsor, and their respective advisers and agents, any personal data and/or other information which they require about you or, with the exception of HKSCC Nominees, the person(s) for whose benefit you have made the application.
- The Company, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor, the Underwriters, their respective directors and any other parties involved in the Global Offering, are entitled to rely on any warranty, representation or declaration made by you in this application. In the event of the application being made by joint applicants, all the warranties, representations, declarations and obligations expressed by the made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given and assumed by and imposed on the applicants jointly and severally. You may be prosecuted if you make a false declaration.
- You must complete this Application Form in writing (and not by personal chop), otherwise your application will be liable to be rejected.

**E. Power of attorney**

If your application is made by a person duly authorised under a power of attorney, the Company and the Sole Global Coordinator, as the Company's agent, may accept your application at their absolute discretion and subject to any conditions they think fit, including production of evidence of the authority of your attorney. The Company and the Sole Global Coordinator, at the Company's joint, will have full discretion to reject any application, in full or in part without giving any reason.

**F. Determination of Offer Price**

The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, June 20, 2014 and, in any event, not later than Wednesday, June 25, 2014. The Offer Price will be not more than HK\$2.02 per Share and is expected to be not less than HK\$2.12 per Share. Applicants for Reserved Shares are required to pay, on application, the minimum amount of HK\$2.02 for each Offer Share together with a brokerage of 1% of the SFC transaction levy of 0.0037% and a Stock Exchange trading fee of 0.003%. Subject to and if the Offer Price should be lower than HK\$2.92, the Sole Global Coordinator (on behalf of the Underwriters) may, with the consent of the Company, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in the Prospectus (with HK\$2.12 to HK\$2.92) at any time prior to the morning of the third day for lodging applications under the Preferential Offering. In such a case, an announcement of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the day for lodging applications under the Hong Kong Public Offering. Such announcement will also be available at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.chinanewcity.com.cn](http://www.chinanewcity.com.cn). If, for whatever reason, the Sole Global Coordinator (on behalf of the Underwriters) and the Company are not able to agree on the Offer Price on or before Wednesday, June 25, 2014, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

**Allocation of Reserved Shares**

Subject to the terms and conditions as set out herein and in the Prospectus, the Reserved Shares will be allocated after the application lists close. The Offer Price, expected to be announced on Thursday, June 26, 2014 and the level of applications in the Hong Kong Public Offering and the Preferential Offering, the level of indications of interest in the International Offering and the basis of allocations of the Reserved Shares are also expected to be announced on Thursday, June 26, 2014 in both cases in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and the websites of the Company at [www.chinanewcity.com.cn](http://www.chinanewcity.com.cn) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Results of allocations of the Reserved Shares, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be made available through various channels as described in the section headed "How to apply for Hong Kong Offer Shares and Reserved Shares - Publication of Results" in the Prospectus on Thursday, June 26, 2014.

**If your application for Reserved Shares is successful (in whole or in part)**

If you apply for 1,000,000 Reserved Shares or more, you may collect the Share certificate(s) and/or refund cheque(s) from the Hong Kong Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, June 26, 2014, or each other place or date as notified by the Company in the newspapers as the place or date of despatch/collection of Share certificate(s)-Auto refund payment instructions/refund cheques. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, your authorised representative must attend bearing a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar. If you do not collect your Share certificate(s) and refund cheque(s) (where relevant) in person within the time specified for collection, it/they will be sent to the address as specified in this Application Form thereafter by ordinary post at your own risk. If you apply for less than 1,000,000 Reserved Shares, your Share certificate(s) and/or refund cheque(s) (where applicable) will be sent to the address as specified in this Application Form on Thursday, June 26, 2014 by ordinary post and at your own risk. The Company will not issue temporary documents of title. Share certificate(s) will only be available at 8:00 a.m. on Friday, June 27, 2014 provided that the Global Offering has become unconditional in all respects and the right of termination under the Underwriting Arrangements and described in the section headed "Underwriting - Underwriting Arrangements and Expenses - Hong Kong Underwriting Agreement - Grounds for termination by the Hong Kong Underwriters" in the Prospectus has not been exercised. No receipt will be issued for application monies paid. In the event that the Offer Price is less than the price per Reserved Share paid by you, the surplus application money (including the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee attributable to such surplus) will be refunded to you without interest. Investors who trade Shares prior to the receipt of Share certificate(s) or prior to the Share certificate(s) becoming valid do so entirely at their own risk.

**Circumstances in which you will not be allocated Reserved Shares**

- You may not be allocated Reserved Shares for any of the following reasons:
1. If your application is revoked:
    - By completing and submitting an Application Form, you agree that your application or the application made by HKSCC Nominees on your behalf cannot be accepted on or before Thursday, July 17, 2014, unless a person responsible for the Prospectus under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for the Prospectus. If any supplement to the Prospectus is issued, you may or may not (depending on the information contained in the supplement) be notified that you are required to confirm your application. If you have been so notified but have not confirmed your application for Reserved Shares in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked. This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge this Application Form. This collateral contract will be in consideration of the Company agreeing that they will not offer any Reserved Shares to any person on or before Thursday, July 17, 2014, except by means of one of the procedures referred to in the Prospectus. If your application has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the announcement of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot, respectively.
  2. Full discretion of the Company, the Sole Global Coordinator, and their respective agents or nominees, to reject or accept your application:
    - The Company and the Sole Global Coordinator or its or their respective agents or nominees, have full discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.

**Note:**  
For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited will give, or be subject to, or be of the below representations, warranties or undertakings.

# Preferential Offering – BLUE FORM 優先發售 – 藍表

## Please use this Application Form if you are a Qualifying Zhong An Shareholder 閣下如為合資格眾安股東，請使用本申請表格

3. **If the allocation of Reserved Shares is void:**  
The allocation of Reserved Shares to you will be void if the Listing Committee does not grant permission to list the Shares either:  
• within three weeks from the closing of the application lists; or  
• within a longer period of up to six weeks if the Listing Committee of the Stock Exchange notifies the Company of that longer period within three weeks of the closing date of the application lists.
4. **You will not receive any allocation if:**
- this Application Form is not completed in accordance with the instructions as stated herein;
  - you have not been duly signed (only written signatures are acceptable) (or in the case of a joint application, not all applicants have signed);
  - in respect of applicants who are corporate entities, this Application Form has not been duly signed (only written signature is acceptable) by an authorised officer or affixed with a company chop;
  - the cheque/banker's cashier order under this Application Form is not accompanied by:
    - this Application Form is not accompanied with a cheque/banker's cashier order or is accompanied by more than one cheque/banker's cashier order;
    - the account name on cheque/banker's cashier order is not pre-printed or certified by the issuing bank; the cheque/banker's cashier order is not drawn on a Hong Kong dollar bank account in Hong Kong;
    - the name of the payee indicated on the cheque/banker's cashier order is not "Bank of Communications (Nominee) Co. Ltd. – China New City Preferential Offer";
    - the cheque has not been crossed "Account payee only";
    - the cheque is post-dated;
    - the applicant's payment is not made correctly or the applicant paid by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured on its first presentation;
    - the applicant's name/the first applicant's name on the joint application is not the same as the name pre-printed or certified/endorsed by the drawee bank on the cheque/banker's cashier order;
    - alteration(s) to the application details on this Application Form has not been authorised by the signature(s) of the applicant(s);
    - this Application Form is completed by pencil;
    - the applicant does not fill in all the boxes on the option he/she/it chooses;
    - the applicant chooses more than one of the options in this Application Form;
    - the Company or the Directors believe that by accepting the application, the Company would violate the applicable securities or other laws, rules or regulations of the jurisdiction where this Application Form is received or where the applicant's address is located; or
    - the Company and the Sole Global Coordinator, and their respective agents or nominees, exercise their discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.
- (a) If you are applying for a number of Reserved Shares which is equal to your Assured Entitlement (Option 1):
- Your application will be rejected by the Company if the amount of your cheque/banker's cashier order does not match with the amount payable in Box B set out in this Application Form.
- (b) If you are applying for a number of Reserved Shares up to your Assured Entitlement and excess Reserved Shares (Option 2):
- Your application will be rejected if the amount on the cheque/banker's cashier order does not match and is less than the amount payable in relation to your Assured Entitlement applied for in this Application Form.
  - Your application for your Assured Entitlement will be accepted in full but your application for excess Reserved Shares will be rejected if the amount on the cheque/banker's cashier order does not match and is more than the amount payable in relation to your Assured Entitlement applied for but is less than the total amount payable in relation to both your Assured Entitlement applied for and the excess Reserved Shares applied for in this Application Form.
  - Your application will be accepted in full if the amount on the cheque/banker's cashier order does not match and is more than the total amount payable in relation to both your Assured Entitlement applied for and the excess Reserved Shares applied for in this Application Form.
- (c) If you are applying for excess Reserved Shares only (Option 3):
- You are recommended to apply for Reserved Shares in one of the numbers set out in the table in this Application Form. When the number of Reserved Shares applied for is one of the numbers set out in the table in this Application Form, your application will be rejected by the Company if the amount on your cheque/banker's cashier order does not match with the corresponding amount payable as set out in the table in this Application Form.
  - When the number of Reserved Shares applied for is not in one of the numbers set out in the table in this Application Form, your application will be rejected by the Company if the amount on your cheque/banker's cashier order does not match with the amount payable calculated by using the formula set out in this Application Form.
- (d) If you are applying for a number of Reserved Shares which is less than your Assured Entitlement (Option 4):
- You are recommended to apply for Reserved Shares in one of the numbers set out in the table in this Application Form. When the number of Reserved Shares applied for is in one of the numbers set out in the table in this Application Form, your application will be rejected by the Company if the amount on your cheque/banker's cashier order does not match with the corresponding amount payable as set out in the table in this Application Form.
  - When the number of Reserved Shares applied for is not in one of the numbers set out in the table in this Application Form, your application will be rejected by the Company if the amount on your cheque/banker's cashier order does not match with the amount payable calculated by using the formula set out in this Application Form.

**Refund of your money**  
If you do not receive any Reserved Shares for any of, but not limited to, the above reasons, the Company will refund your application monies, including the brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%. No interest will be paid thereon. If your application is accepted only in part, the Company will refund to you the appropriate portion of your application monies (including the related brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) without interest. If the Offer Price is finally determined to be less than the initial price of HK\$2.92 per Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) paid on application, the Company will refund to you the surplus application monies, together with the related brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, without interest. All such interest accrued on such monies prior to the refund will be retained for the benefit of the Company. Refund of your application monies (if any) will be made on Thursday, June 26, 2014 in accordance with the various arrangements as described in the Prospectus.

### How to make your application

1. You may choose one of the four options on this Application Form in applying for Reserved Shares:
- Option 1 – Apply for a number of Reserved Shares that is equal to your Assured Entitlement.**  
You need to complete and sign this Application Form and submit one cheque (or banker's cashier order) for the exact amount of remittance payable in Box B on this Application Form.
- Option 2 – Apply for a number of Reserved Shares within your Assured Entitlement and excess Reserved Shares.**  
You should (i) write the number of Reserved Shares applied for under the Assured Entitlement and the amount payable (as set out in the table on this Application Form) in Box C; (ii) write the number of excess Reserved Shares applied for and the amount payable (as set out in the table on this Application Form) in Box D; (iii) add the number of Reserved Shares applied for under Assured Entitlement and the excess Reserved Shares, together with the corresponding total amount payable (being the sum of the written in Box C and Box D) and write the total in Box E; and (iv) submit the total application monies in one cheque or banker's cashier order.  
If the number of Reserved Shares that you apply for under the Assured Entitlement is less than your Assured Entitlement, you are recommended to apply for a number which is one of the numbers set out in the table in this Application Form, otherwise you must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the formula in this Application Form. The number of excess Reserved Shares that you intend to apply for should be one of the numbers set out in the table in this Application Form. If the number of excess Reserved Shares applied for is not one of the numbers set out in the table in this Application Form, the excess application will be rejected if the amount on the cheque/banker's cashier order does not match with the amount payable calculated by using the formula set out in this Application Form.
- Option 3 – Apply for excess Reserved Shares only.**  
You should (i) write the number of excess Reserved Shares applied for and the amount payable (as set out in the table on this Application Form) in Box E; and (ii) submit one cheque (or banker's cashier order) for the same amount that you have written in Box E on this Application Form.
- Option 4 – Apply for a number of Reserved Shares that is less than your Assured Entitlement.**  
You should (i) write the number of Reserved Shares applied for and the amount payable (as set out in the table in this Application Form) in Box G; and (ii) submit one cheque (or banker's cashier order) for the same amount that you have written in Box G on this Application Form.
- If your application is made for a number of Reserved Shares that is less than your Assured Entitlement as a Qualifying Zhong An Shareholder, you are recommended to apply for a number which is one of the numbers set out in the table in this Application Form, otherwise you must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the formula set out in this Application Form.
2. The amount of the remittance payable on application will be equal to the number of Reserved Shares applied for multiplied by the maximum Offer Price of HK\$2.92 per Reserved Share plus 1% brokerage, 0.003% Stock Exchange trading fee and 0.003% SFC transaction levy. For your easy reference, the table in this Application Form sets out the amount of remittance payable for applications in certain numbers of Reserved Shares. It should be noted that Assured Entitlements may represent Shares not in whole multiples of a full board lot of 1,000 Shares. There is no guarantee that your resultant aggregate holding of Shares will form an integral multiple of 1,000 Shares.
3. Complete this Application Form correctly in English and sign it. Only written signatures will be accepted.
4. Staple your cheque or cashier order to the form. You must pay for the Reserved Shares applied for by one cheque or by one banker's cashier order. Each application must be accompanied by either a separate cheque or banker's cashier order.
- If you pay by cheque, the cheque must:**
- be in Hong Kong dollars;
  - be drawn on your Hong Kong dollar bank account in Hong Kong;
  - show your account name. This name must either be pre-printed on the cheque, or be endorsed at the back by a person authorised by the bank. This account name must be the same name as the name on this form. If it is a joint application, the account name must be the same as the name of the first-named applicant;
  - be made payable to "Bank of Communications (Nominee) Co. Ltd. – China New City Preferential Offer";
  - be crossed "Account Payee Only"; and
  - not be post-dated.
- Your application for Reserved Shares may be rejected if your cheque:**
- does not meet all these requirements; or
  - is dishonoured on its first presentation.
- If you pay by banker's cashier order, the cashier order must:**
- be in Hong Kong dollars;
  - be issued by licensed banks in Hong Kong, and have your name certified at the back of the order by a person authorised by the bank. The name on the back of the order and the name on this Application Form must be the same. If it is a joint application, the name at the back of the order must be the same as the name of the first-named applicant;

Refund cheques will be crossed "Account Payee Only" made out to you. Part of your Hong Kong Identity Card number or passport number provided by you or the first-named applicant (if you are joint applicants) may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Your banker may require verification of your Hong Kong identity card number or passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong identity card number or passport number may lead to delay in encashment of or may invalidate your refund cheque. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate. If you apply for 1,000,000 Reserved Shares or more and have provided all information required by your Application Form, you may collect your refund cheque(s) from the Company's Hong Kong Share Registrar Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, June 26, 2014 or such other place or date as notified by the Company in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), on the Company's website ([www.chinainvestor.com.cn](http://www.chinainvestor.com.cn)) and on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) as the place or date of despatch of refund cheques. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, your authorised representative must attend bearing a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives of corporations (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar which must correspond with the information contained in this Application Form. If you do not collect your refund cheque personally within the time specified for their collection, they will be sent to the address as specified in your Application Form promptly thereafter by post and at your own risk. If you apply for less than 1,000,000 Reserved Shares, your refund cheque(s) will be sent to the address as specified on your Application Form on Thursday, June 26, 2014 by ordinary post and at your own risk.

### Personal Data

#### Personal information collection statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement explains the applicant for and holder of the Shares of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Ordinance.

#### 1. Reasons for the collection of your personal data

From time to time it is necessary for applicants for Reserved Shares or registered holders of Reserved Shares to supply their latest correct personal data to the Company and its Hong Kong Share Registrar when applying for Reserved Shares or transferring Reserved Shares into or out of their names or in procuring the services of the Hong Kong Share Registrar. Failure to supply the requested data may result in your application for Reserved Shares being rejected or in delay or inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Reserved Shares which you have successfully applied for and/or the despatch of Share certificate(s), and/or the despatch of refund cheque(s) to which you are entitled. It is important that holders of Reserved Shares inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

#### 2. Purposes

The personal data of the applicants of and the holders of Reserved Shares may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Reserved Shares;
- enabling compliance with, including making disclosures required by, all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the name of holders of Reserved Shares including, where applicable, in the name of HKSC Nominees;
- maintaining or updating the registers of members of the Company;
- conducting or assisting in the conduct of signature verification or other verification or exchange of information;
- establishing benefit entitlements of members of the Company, such as dividends, rights issues and bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and profiles of Shareholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise) in Hong Kong or elsewhere;
- disclosing relevant information to facilitate claims or settlements and

any other incidental or associated purposes relating to the above, to enable the Company and the Hong Kong Share Registrar to discharge their obligations to holders of Reserved Shares and/or regulators and/or other purposes to which the holders of Reserved Shares may from time to time agree.

#### 3. Transfer of personal data

Personal data held by the Company and the Hong Kong Share Registrar relating to the applicants of and the holders of Reserved Shares will be kept confidential by the Company and the Hong Kong Share Registrar, to the extent necessary for achieving the above purposes or any of them, may make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain or transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of securities to, from or with any and all of the following persons and entities:

- the Company, the Directors, the Company's advisors or their respective appointed agents such as financial advisors, receiving bank and overseas principal share registrar;
- HKSC and HKSC Nominees, who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Reserved Shares to be deposited into CCASS);
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or its subsidiaries; or the Hong Kong Share Registrar in connection with the operation of their respective businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies in Hong Kong or elsewhere; and
- any other persons or institutions with which the holders of Reserved Shares have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers.

#### 4. Retention of personal data

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of Reserved Shares for as long as necessary to fulfill the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

#### 5. Access to and correction of personal data

The Ordinance provides the applicants and the holders of Reserved Shares with rights to ascertain whether the Company or the Hong Kong Share Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and kinds of data held should be addressed to the Company, at its registered address disclosed in the section headed "Corporate Information" in the Prospectus or as notified from time to time in accordance with applicable law, for the attention of the company secretary, or the Hong Kong Share Registrar for the attention of the privacy compliance officer.

By signing this Application Form, you agree to all of the above.

- be made payable to "Bank of Communications (Nominee) Co. Ltd. – China New City Preferential Offer";
  - be crossed "Account Payee Only"; and
  - not be post-dated.
- Your application for Reserved Shares is liable to be rejected if your cheque or banker's cashier order does not meet all these requirements. No money shall be paid to any intermediary in Hong Kong who is not licensed or registered to carry on Type 1 regulated activity under Part V of the SFO.
5. Tear off this Application Form, fold the form once and lodge it in the special collection box at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong:
6. This Application Form can be lodged at these times:
- Tuesday, June 17, 2014 – 9:00 a.m. to 5:00 p.m.
  - Wednesday, June 18, 2014 – 9:00 a.m. to 5:00 p.m.
  - Thursday, June 19, 2014 – 9:00 a.m. to 5:00 p.m.
  - Friday, June 20, 2014 – 9:00 a.m. to 12:00 noon
7. The latest time for lodging your application is 12:00 noon on Friday, June 20, 2014 or, if the application lists are not open on that day, then by 12:00 noon on the next day the lists are open. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to weather conditions. The application lists will not open if there is:  
• a tropical cyclone warning signal 8 or above; or  
• a "black" rainstorm warning signal in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Friday, June 20, 2014. Instead they will be open between 11:45 a.m. and 12:00 noon on the next business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon.  
Business days means a day that is not a Saturday, Sunday or public holiday in Hong Kong.
8. The right is reserved to present all or any remittances for payment. However, your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Friday, June 20, 2014. You will not be given a receipt for your payment. The Company will retain any interest accrued on your application monies. The right is also reserved to retain any Share certificate(s) and/or any surplus application money(ies) or refunds pending clearance of your cheque or banker's cashier order.

# Preferential Offering – BLUE Form 優先發售 – 藍表

## Please use this Application Form if you are a Qualifying Zhong An Shareholder

### 閣下如為合資格眾安股東，請使用本申請表格



## 中國新城市商業發展有限公司

(於開曼群島註冊成立之有限公司)

### 全球發售

#### 申請條件

除另有指明外，此等條款及條件所用詞彙具備招股章程所賦予的相同涵義。

#### 甲. 可申請人士

- 閣下(申請人)及閣下為其利益而提出申請的任何人士必須為合資格眾安股東。
- 如閣下屬商號，則須以個別成員的名義而非以商號的名義作出申請。
- 閣下屬法人團體，申請表格必須加蓋公司印璽(附有公司名稱)並由獲正式授權的高級職員簽署，並須註明其代表身份。
- 除上市規則許可的情況外，倘若閣下或(香港結算代理人除外)閣下為其利益而提出申請的任何人士為下列人士，則不得申請認購任何預留股份：
  - 股份的現有實益擁有人、本公司董事或行政總裁；
  - 本公司的關連人士(定義見上市規則)或將於緊隨全球發售完成後成為本公司關連人士的人士；
  - 任何上述人士的聯屬人士(定義見上市規則)；
  - 身處美國境內(定義見《美國證券法》S規則)，惟《美國證券法》S規則第902條第(h)(3)段所述的人士除外；或
  - 非合資格眾安股東。非合資格眾安股東指於記錄日期下午4時30分名列香港眾安股東登記冊分冊及所示地址於中國及/或有關其他司法權區的海外眾安股東，而董事及本公司作出相關查詢後，考慮到有關司法權區法例的法律限制或該司法權區有關監管機構或證券交易所的規定後，認為將有關海外眾安股東排除在優先發售之外屬必要或合宜之舉。

#### 乙. 分配預留股份

倘有效申請之預留股份數目少於或相等於閣下之保證配額，在受本申請表格及招股章程所載條款及條件的規限下，且假設優先發售之條件已達成，則申請者將會全數接獲其申請的預留股份數目多於閣下的保證配額，建議閣下申請表格中數目及單一應收的其中一個數目並支付相應款項。否則，閣下必須利用本申請表格載列的特定公式，計算申請預留股份數目的正確應繳金額。倘申請的預留股份數目多於閣下的保證配額，相關的保證配額將獲全數接納，但上述申請的超額部分則只有在有足夠的可預留股份的情況下獲接納。倘預留股份的超額申請：

- 少於可用預留股份，則可用預留股份將首先悉數分配以滿足該等預留股份的超額申請，而其餘將由獨家全球協調人酌情分配至國際發售；
- 與可用預留股份相同，則可用預留股份將悉數分配以滿足該等預留股份的超額申請；或
- 多於可用預留股份，則可用預留股份將按與香港公開發售超額認購情況下常用的分配基準一致的分配基準分配，當中認購額較小的申請將獲較高的分配百分比。倘滿足超額申請後有任何剩餘的股份，有關股份將由獨家全球協調人酌情重新分配至國際發售。為補足股份的零碎持有量至一手完整持有量而作出的任何超額申請將不會獲得優先處理。

優先發售將不受國際發售與香港公開發售之間的補償安排所限。倘閣下並未於青洲、下欄、茂源、已欄或茂源填上任何數目，則閣下將被視為申請認購之預留股份。倘閣下並未於青洲、下欄、茂源、已欄或茂源填上任何數目，則閣下將被視為申請認購之預留股份。除非申請的預留股份數目多於保證配額且隨附之申請款項不少於乙欄的應付款項，則保證配額將獲全數接納。合資格眾安股東應注意，保證配額代表的股份未必是一手完整買賣單位，1,000股股份的完整倍數。零碎股份的買賣價格可能等於或低於現行市價。

除透過藍色申請表格申請預留股份外，合資格眾安股東亦可使用白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務作出任何香港發售股份申請。合資格眾安股東根據香港公開發售使用白色或黃色申請表格或向香港結算發出電子認購指示或透過網上白表服務向網上白表服務供申請香港發售股份，在配額或分配方面並無優先權。

合資格眾安股東可按其各自於記錄日期下午4時30分持有1,000股眾安股份的完整倍數獲保證配額20股預留股份的基準提出申請。

#### 丙. 補充資料

倘刊登招股章程的任何補充文件，已提交申請認購預留股份的申請人可能會或可能不會(視乎補充文件所載資料而定)獲通知或須確認其申請。如申請認購預留股份的申請人已獲通知但未有根據獲通知的順序確認彼等的預留股份申請，則所有未經確認申請認購預留股份將會獲接納。上文及下文所規限，申請認購預留股份一經提交即不得撤銷，而申請人將視為已獲補充招股章程所提出申請。

#### 丁. 填交本申請表格的效用

- 本申請表格一經填妥及提交，即表明閣下(及如屬聯名申請人，則閣下與聯名申請人共同及個別)代表閣下本身或(如作為代理人或代表人)代表委託人，閣下作為代理人或代表人的每名人士的：
- 指示及授權本公司及/或獨家全球協調人、聯席牽頭經辦人及/或聯席牽頭經辦人(或彼等各自的代理或代表人)，根據組織章程細則的規定，代表閣下簽立任何過戶表格、成交單據或其他文件，並代表閣下辦理其他一切必需手續，以完成以閣下名義登記閣下獲分配的任何預留股份，或以其他方式申請招股章程及本申請表格所述的各項安排落實生效；
  - 承諾簽署所有文件及辦理所有必需手續，以便可按本公司組織章程細則的規定，讓閣下登記成為閣下獲分配的預留股份的持有人；
  - 聲明、保證及承諾，閣下明白申請預留股份並無亦不會根據美國證券法進行登記，而(香港結算代理人除外)閣下、閣下作為過戶代理人或為其利益申請預留股份的任何其他人士將在「離岸交易所」(定義見美國證券法S規則)中預留預留股份；
  - 確認閣下提出本申請表格僅依賴招股章程及本申請表格所載的資料及陳述，而除招股章程任何補充文件所載者外，將不會依賴任何其他資料及陳述；
  - 同意本公司、獨家全球協調人、聯席牽頭經辦人、聯席牽頭經辦人、獨家保薦人及包銷商、彼等各自的任何董事、高級職員、僱員、代理或顧問及任何其他參與全球發售的人士，僅須對招股章程及招股章程的任何補充文件所載資料及陳述負責(及僅以對司法管轄權的法院裁定存在的有關責任為限)；
  - 同意(在不損害閣下可能擁有的任何其他權利的情况下)本申請一經接納，即不得因無意的失實陳述而撤銷；
  - (如申請由代理人代表閣下)保證閣下已向閣下的代理有效及不可撤回地授予一切必需的權力及授權以提出本申請；
  - (如閣下為他人的代理)保證已向實益擁有人作出合理查詢，證實本申請乃為該人士利益以藍色申請表格而作出的唯一申請，而閣下已獲正式授權，以該人士代理的身份簽署本申請表格；
  - 同意閣下的申請一經接納，閣下的申請將以本公司公佈的優先發售結果為證明；
  - 保證本申請所載資料屬真實及準確；
  - 同意向本公司、香港股份過戶登記處、收款銀行、獨家全球協調人、聯席牽頭經辦人、聯席牽頭經辦人及獨家保薦人及包銷商，以及彼等各自的顧問及代理披露彼等所需關於閣下或(香港結算代理人除外)閣下為其利益提出申請的任何人士的資料；
  - 保證在提出申請時，閣下或閣下可能代其行事之任何人士為合資格眾安股東；
  - 聲明、保證及承諾，除上市規則允許的情況外，在提出本申請時，閣下及/或(香港結算代理人除外)閣下可能代其行事之任何人士並非關連人士，亦並非將在緊隨全球發售完成後成為本公司關連人士的人士，而閣下及/或(香港結算代理人除外)閣下可能代其行事之任何人士認購預留股份並非直接或間接由本公司的關連人士提供資金，且閣下及/或(香港結算代理人除外)閣下可能代其行事之任何人士並非根據本公司關連人士的指示作出預留股份的登記認購；
  - 同意閣下的申請、接納申請及由此而產生的合約均受香港法例管轄，並按其詮釋；
  - 承諾並同意接納所申請的預留股份，或閣下根據申請所獲分配的任何較少數目的預留股份；

#### 附註：

為免生疑，香港中央結算有限公司或香港中央結算(代理人)有限公司不會發出下列任何聲明、擔保或承諾，亦不會受下列任何聲明、擔保或承諾所限。

- 授權本公司將閣下的姓名/名稱列入本公司的香港股東名冊分冊，作為閣下獲分配的任何預留股份的持有人，並按本申請表格上所示地址以普通郵遞方式寄發任何股票(如適用)及/或任何退款支票(如適用)予閣下(或(如為聯名申請人)本申請表格內署名的首位的申請人，郵遞風險概由閣下自行承擔(除非如閣下申請1,000,000股或以上的預留股份，可親自領取閣下的退款支票及股票(如適用)))；
- 確認閣下知悉招股章程及本申請表格所述有關預留股份的優先發售限制；
- 明白本公司、董事、獨家全球協調人及獨家保薦人將依賴此等聲明及陳述，以決定是否就閣下提出的申請向閣下分配任何預留股份；
- 倘香港境外任何地方的法律適用於閣下的申請，則閣下同意並保證，閣下已遵守所有該等法律，而本公司、獨家全球協調人、聯席牽頭經辦人、聯席牽頭經辦人、獨家保薦人及包銷商，以及彼等各自的高級職員或顧問，概不會因接納閣下購買任何預留股份的契約，或因閣下在招股章程及本申請表格所載條款及條件項下的權利與責任所產生的任何行動而觸犯香港境外任何法律；
- 向本公司及各股東表示同意，及本公司同意，遵守及符合公司(清盤及雜項條文)條例及組織章程細則；
- 向本公司及各股東表示同意，倘股份可向其持有人自由轉讓；及
- 向本公司及各股東表示同意，倘香港過戶登記處、收款銀行、獨家全球協調人、聯席牽頭經辦人及獨家保薦人，以及彼等各自的顧問及代理披露彼等所需關於閣下或(香港結算代理人除外)閣下為其利益提出申請的人士的任何個人資料是任何其他資料。

本公司、獨家全球協調人、聯席牽頭經辦人、獨家保薦人、包銷商、彼等各自的董事及參與全球發售的任何其他人士均有權依賴閣下於本申請表格作出的任何保證、陳述或聲明。倘為聯名申請人提出的申請，則由聯名申請人提出，作出或承擔或須履行的所有保證、陳述、聲明及責任，均視為由各申請人共同及個別地提出，作出及承擔及須履行。閣下作出虛假聲明可被檢控。

除另有註明外，閣下必須以英文填妥本申請表格，而閣下(或(倘為聯名申請人)各聯名申請人必須親筆簽署本申請表格(不得以個人印章代替))否則申請可被拒絕受理。

#### 戊.

#### 授權書

倘閣下的申請由根據授權書正式授權的人士提出，本公司及獨家全球協調人(作為本公司的代理)可全權酌情接後等認為合適的任何條件(包括指示閣下代表的授權證明文件)接納閣下的申請。本公司及獨家全球協調人(作為本公司的代理)將可全權酌情決定拒絕任何申請的全部或部分，而毋須提供任何理由。

#### 己.

#### 釐定發售價

發售價預期將由獨家全球協調人(代表包銷商)及本公司於定價日釐定。定價日期預期為2014年6月20日(星期五)或前後，但無論如何不遲於2014年6月25日(星期三)。發售價不會高於每股2.92港元，且預期不會低於每股2.12港元。預留股份的申請者於不同時項支付每股發售股份最高發售價2.92港元，連同1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費，而倘發售價低於2.92港元，則可予退還。獨家全球協調人(代表包銷商)可在本公司同意下，在提交優先發售申請最後一日上午十時前隨時，調低發售股份數目及/或指示發售價範圍低於招股章程所載範圍(即2.12港元至2.92港元)。在此情況下，調低發售股份數目及/或指示發售價範圍的公告將在不遲於提交香港公開發售申請最後一日的上午九時在《南華早報》(以英文)及香港經濟日報(以中文)刊登。有關公告亦於聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)及本公司網站[www.chinanewcity.com.cn](http://www.chinanewcity.com.cn)內刊登。倘有任何理由，獨家全球協調人(代表包銷商)及本公司未能於2014年6月25日(星期三)或之前釐定發售價，則全球發售(包括香港公開發售)將不會繼續及將會失效。

#### 預留股份的認購

在本申請表格及招股章程列載的條款及條件規限下，預留股份將於截止辦理申請登記後配發。預期發售價將於2014年6月26日(星期四)公佈，而香港公開發售及優先發售的申請數量、國際發售的踴躍程度及預留股份的分配需率預期將於2014年6月26日(星期四)公佈，兩者均在《南華早報》(以英文)、《香港經濟日報》(以中文)，以及本公司網站[www.chinanewcity.com.cn](http://www.chinanewcity.com.cn)及聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)刊登。優先發售的分配結果，以及成功申請人的香港身份證(獲親/香港商業登記號碼(如適用))，將於2014年6月26日(星期四)通過招股章程「如何申請香港發售股份及預留股份—公佈結果」一節所述的多個渠道公佈。

#### 閣下申請認購(全部或部分)預留股份

閣下申請認購1,000,000股或以上的預留股份，閣下可於2014年6月26日(星期四)上午9時正至下午1時正親身前往香港股份過戶登記處卓亞證券經紀有限公司(地址為香港皇后大道東183號合和中心22樓)或於本公司於報章上公佈發售/領取股票/電子退款指示/退款支票的其他地址或日期領取股票及/或退款支票。倘閣下屬個人申請人並選擇親身領取，則閣下不得授權任何其他人士代為領取。倘閣下屬公司申請人並選擇親身領取，則閣下公司授權代表需向閣下公司印章的授權書領取。個人申請人及授權代表(如適用)於領取時必須出示香港過戶登記處接納的身份證明文件。倘閣下未於指定領取時間親自領取，則閣下的股票及退款支票(如適用)，則有關股票及/或退款支票會於其後以普通郵遞方式寄往本申請表格所示地址，郵遞風險概由閣下承擔。倘閣下申請認購少於1,000,000股預留股份，則閣下的股票及/或退款支票(如適用)將於2014年6月26日(星期四)以普通郵遞方式寄往本申請表格所示地址，郵遞風險概由閣下承擔。

本公司不會發出臨時所有權文件。股票價會於全球發售在所有方面成為無條件及招股章程「包銷—包銷安排及費用—香港包銷協議—香港包銷協議提出之理由」一節所述的包銷協議終止權利並無行使的情況下，方會於2014年6月27日(星期五)上午八時正成為有效的所有權憑證。已繳付的申請款項將不獲發還。倘發售價低於閣下支付的每股預留股份價格，多繳的申請款項(包括多繳項應佔的經紀佣金、證監會交易徵費及聯交所交易費)將不計利息退還閣下。投資者在收到股票前或在股票成為有效買賣股份後，須自行承擔全部風險。

#### 閣下不獲分配預留股份的情況

閣下可能基於下列任何理由而不獲分配預留股份：

#### 1.

#### 閣下的申請被撤回

填妥及遞交申請表格後，即表示閣下同意不得於2014年7月17日(星期四)或之前撤回申請或香港結算代理人代表閣下提出的申請，除非根據本公司(清盤及雜項條文)條例第40條(根據本公司(清盤及雜項條文)條例第342E條應用)所定之招股章程責任人士根據該條發出公告，免除或限制該人士對招股章程的責任。倘刊登招股章程的任何增補文件，閣下可能會或未必會(取決於增補文件所載資料而定)獲通知須確認閣下的申請。閣下已獲通知但並未根據所通知的手續確認閣下有關預留股份的申請，則所有未經確認的申請將被視為撤銷。此協議將成為本公司訂立的附屬合約，並在閣下遞交本申請表格時即具約束力。該附屬合約的代價為本公司同意，除按招股章程所述任何一項程序外，不會於2014年7月17日(星期四)或之前向任何人士提出有關任何預留股份。閣下的申請一經接納，則不得撤回。就此而言，在報章公佈分配結果即屬接納未遭拒絕的申請，而倘有關分配基準受若干條件規限或訂定以抽籤方式分配，則申請獲接納與否將分別視乎能否達成有關條件或抽籤的結果而定。

# Preferential Offering – BLUE Form 優先發售 – 藍表

## Please use this Application Form if you are a Qualifying Zhong An Shareholder

### 閣下如為合資格眾安股東，請使用本申請表格

- 本公司、獨家全球協調人以及彼等各自的代理或代名人可全權酌情決定拒絕或接納 閣下的申請；本公司及獨家全球協調人或其各自的代理或代名人可全權酌情決定拒絕或接納任何申請，或僅接納任何部份申請，而毋須就任何拒絕或接納提供任何理由。
- 預留股份分配程序：**

倘上市委員會在下列期間批准未獲股份上市，則分配予 閣下的預留股份將告作廢：

  - 由截止辦理申請登記日期起計三星期內；或
  - （倘聯交所上市委員會在截止辦理申請登記日期後三星期內通知本公司延長有關期間）由截止辦理申請登記日期起計最多六星期內。

- 在下列情況下，閣下將不獲任何預留股份：閣下簽署的無效或撤回本申請表格所載指示項受；
  - 本申請表格並無妥為簽署（僅接受親筆簽署）（倘為聯名申請，則未經全部申請人簽署）；
  - 就法人團體申請人而言，本申請表格未經獲授權的高級職員妥為簽署（僅接受親筆簽署）或未加蓋公司印鑑；
  - 支票／銀行本票／本申請表格有缺陷；
  - 本申請表格未附有支票／銀行本票或附有超過一張支票／銀行本票；
  - 支票／銀行本票並無預印賬戶名稱或賬戶名稱未與開具銀行證明；
  - 支票／銀行本票並非自香港的港元銀行賬戶開出；
  - 支票／銀行本票的抬頭人並非「交通銀行(代理人)有限公司－中國新城市優先發售」；
  - 支票並無劃線註明「只准存入抬頭人賬戶」；
  - 支票為期票；
  - 申請人未正當付款或申請人以支票或銀行本票付款但支票或銀行本票於首次過戶時不獲兌現；
  - 申請人名稱、聯名申請的排名首位申請人名稱並非預印名稱或付款銀行證明／支票／銀行本票背面簽署的名稱；
  - 本申請表格所附申請資料的更改未獲申請人簽署授權；
  - 本申請表格以鉛筆填寫；
  - 申請人並無填寫全部所需選擇的空欄；
  - 申請人在本申請表格中選擇超過一個選項；
  - 本公司或聯名合辦人如接獲申請，會從接收取本申請表格或申請人地址所在司法權區的適用證券或其他法律、規則或條例；或
  - 本公司及獨家全球協調人及其各自的代理或代名人行使酌情權，決定拒絕或接納任何申請，或僅接納部份申請。拒絕或接納申請毋須給予任何理由。

- 倘 閣下申請之預留股份數目等於 閣下的保證配額(選項1)：
  - 倘 閣下的支票／銀行本票金額與本申請表格乙欄所載應付款項不符，本公司會拒絕受理 閣下的申請。
- 倘 閣下申請數目不超過 閣下保證配額的預留股份並申請超額預留股份(選項2)：
  - 倘支票／銀行本票金額與本申請表格所申請的保證配額的應付款項不符而低於該應付款項，閣下的申請會遭拒絕受理。
  - 倘支票／銀行本票金額與本申請表格所申請的保證配額的應付款項不符而高於該應付款項但少於或等於所申請保證配額及所申請超額預留股份應付的總金額，閣下就保證配額的申請會全數獲接納，而閣下的超額預留股份申請會遭拒絕受理。
  - 倘支票／銀行本票金額與本申請表格所申請超額預留股份應付的總金額不符而高於該應付款項，閣下的申請將全數獲接納。
- 倘 閣下僅申請超額預留股份(選項3)：
  - 建議 閣下申請本申請表格一覽表所列其中一個數目的預留股份。倘所申請預留股份數目為本申請表格一覽表所列其中一個數目，但 閣下的支票／銀行本票金額與本申請表格一覽表所載應付款項不符，本公司會拒絕受理 閣下的申請。
  - 倘所申請預留股份數目並非本申請表格一覽表所列其中一個數目，且 閣下的支票／銀行本票金額與本申請表格所載公式計算的應付款項不符，本公司會拒絕受理 閣下的申請。
- 倘 閣下申請之預留股份數目少於 閣下的保證配額(選項4)：
  - 建議 閣下申請本申請表格一覽表所列其中一個數目的預留股份。倘所申請預留股份數目為本申請表格一覽表所列其中一個數目，但 閣下的支票／銀行本票金額與本申請表格一覽表所載應付款項不符，本公司會拒絕受理 閣下的申請。
  - 倘所申請預留股份數目並非本申請表格一覽表所列其中一個數目，且 閣下的支票／銀行本票金額與本申請表格所載公式計算的應付款項不符，本公司會拒絕受理 閣下的申請。

**退還 閣下的款項**

倘 閣下基於（但不限於）上述任何原因而未獲任何預留股份，本公司將不計利息退還 閣下的申請款項，包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費。閣下的申請款項將按下列方式退還：(i)倘閣下申請款項（包括相關的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費）的適當部份不計利息退還予 閣下，如最終確定的發售價低於申請時繳付的初步發售每股股份2.92港元（不包括經紀佣金、證監會交易徵費及聯交所交易費），本公司將不計利息退還多收申請款項，連同相關的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費。該等款項於退還日期前的所有應計利息歸本公司所有。 閣下的申請款項退款(如)將於2014年6月26日(星期五)根據招股章程所述不同安排退還。

退款支票將以劃線註明「只准存入抬頭人賬戶」退還予 閣下。 閣下或排名首位的申請人(如 閣下為聯名申請人)所提供的香港身份證號碼或護照號碼的一部份，或會列印於退款支票(如有)。有關資料亦會轉交第三方支付退款用途。 閣下將退款支票兌現前，銀行或要求要求查閱 閣下的香港身份證號碼或護照號碼，未有準確填寫 閣下的香港身份證號碼或護照號碼，或會導致退款支票延遲兌現或無效。本公司擬作特別安排，盡量避免延遲退還申請款項(如適用)。倘 閣下申請認購1,000,000股或以上的預留股份，並已提供申請表格所需之所有資料，閣下可於2014年6月26日(星期四)上午9時正至下午1時正親臨卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)或本公司於南華早報(以英文)及香港經濟日報(以中文)，或本公司網站(www.chinainewcity.com.cn)及交易所網站(www.hkexnews.hk)公佈發送退款支票的其他地點或日期領取退款支票。倘 閣下屬個人申請人並選擇親身領取，則 閣下不得授權任何其他人士代為領取。倘 閣下屬公司申請人並選擇親身領取，則須由公司授權代表備蓋上公司印鑑的授權書領取。個人申請人及公司授權代表(如適用)於領取時必須出示本公司的香港股份過戶登記處接納並須與本申請表格所載資料相符的身份證明文件。倘 閣下未於指定取款時間內親自領取 閣下的退款支票，則會於其後以普通郵遞方式將退款支票寄往申請表格所列地址，郵誤風險概由 閣下承擔。倘 閣下申請認購少於1,000,000股預留股份，則 閣下的退款支票將於2014年6月26日(星期四)以普通郵遞方式寄往申請表格所列地址，郵誤風險概由 閣下承擔。

**個人資料收集聲明**

香港條例第486章(個人資料(私隱)條例)(「條例」)的主要條款已於1996年12月20日在香港生效。此項個人資料收集聲明是向股份申請人和持有人說明有關本公司及其香港股份過戶登記處在個人資料和條例方面的政策和慣例。

- 收集 閣下個人資料的原因**

預留股份申請人或預留股份登記持有人以自己的名義申請認購預留股份或轉讓或受讓預留股份時或尋求香港股份過戶登記處的服務時，須向本公司及其香港股份過戶登記處提供其最近的準確個人資料。未能提供所要求的資料可能導致 閣下申請預留股份被拒或延遲，或本公司或其香港股份過戶登記處無法落實轉讓或提供服務，亦可能妨礙或延遲發行或轉讓 閣下成功申請認購的預留股份及／或發送退款支票。閣下應提供的退款支票，如提供的個人資料有任何錯誤，預留股份持有人須立即通知本公司和香港股份過戶登記處。

- 目的**

預留股份申請人及持有人的個人資料可以作以下目的使用、持有或／或保存(以任何方式)：

  - 處理 閣下的申請及退款支票(如適用)及核實是否符合本申請表格及招股章程載列的條款和申請程序，以及公佈預留股份的分配結果；
  - 遵守香港及其他地區的一切適用法律及法規(包括據此所作出的披露)；
  - 登記新發證券或以預留股份持有人的名義(包括以香港結算代理人名義(如適用))轉讓或受讓證券；
  - 存置或更新本公司的股東名冊；
  - 核實或協助核實簽署、任何其他核證或交換信息；
  - 確立本公司股東的受益權，如股息、供股和紅股等；
  - 分發本公司及其附屬公司的通訊；
  - 編製統計信息和股東資料；
  - 根據香港或其他地區的法律、規則或規例進行披露(無論法定或其他規定)；
  - 披露有關信息以使其附帶或相連的及／或使本公司及香港股份過戶登記處能履行對預留股份持有人及／或監管機構承擔的責任；及／或預留股份持有人不時同意的任何其他目的。

- 轉交個人資料**

本公司及香港股份過戶登記處持有關於預留股份申請人及持有人的個人資料將會保密，但本公司及香港股份過戶登記處可以在達到上述目的或當予任何目的的必要情況下，作出彼等認為必要的查詢以確認個人資料的準確性，尤其彼等可或向下列任何及／或全部人士和實體或與下列任何及／或全部人士和實體互相披露、取得或轉移(無論在香港境內或境外)證券申請人及持有人的個人資料：

  - 本公司、董事、本公司顧問或彼等各自指定的代理人、財務顧問、收款銀行及主要海外股份過戶登記處；
  - 香港結算及香港結算代理人、彼等各自視中央結算系統的運作使用個人資料(倘申請人要求將預留股份登記存於中央結算系統)；
  - 任何向本公司或其附屬公司或香港股份過戶登記處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
  - 聯交所、證監會及香港或其他地區的任何其他法定、監管或政府機構；及
  - 預留股份持有人與其在進行交易的任何其他人士或機構，如彼等的律師、律師、會計師或股票經紀等。

- 保留個人資料**

本公司及香港股份過戶登記處將按收集個人資料所需的用途保留預留股份申請人及持有人的個人資料。無需保留的個人資料將會根據個人資料條例處理。

- 審閱和更正個人資料**

條規規定，預留股份申請人及持有人有權確定本公司或香港股份過戶登記處是否持有其個人資料，並有權索取有關該資料的副本更正任何不準確資料。根據條例，本公司和香港股份過戶登記處有權就處理任何查閱資料的要求收取合理的費用。所有查閱資料或更正資料的要求或查詢有關政策和慣例以及持有資料機密的要項，均應按招股章程(「公司資料」)一節所披露或不時按適用法規知悉的公開地址送交本公司公司秘書或送交香港股份過戶登記處或香港分處監察人員。

如 閣下簽署本申請表格，即表示 閣下同意上述各項。

#### 申請手續

- 閣下以本申請表格申請預留股份有以下四種選擇：
  - 選項1－申請之預留股份數目等於 閣下的保證配額：**

閣下填寫妥及簽署本申請表格，並提交一張支票(或銀行本票)支付本申請表格乙欄所印款項。
  - 選項2－申請數目不超過保證配額的預留股份並申請超額預留股份：**

閣下須(i)將根據保證配額申請的預留股份數目和按本申請表格一覽表所載的應付款項填入丙欄；(ii)將申請的超額預留股份數目和按本申請表格一覽表所載的應付款項填入丁欄；(iii)將根據保證配額申請的預留股份數目和超額預留股份數目相加，並連同應付款項總額(即丙欄與丁欄所填金額之和)，將所得總數和總金額填入戊欄；及(iv)提交一張支票(或銀行本票)支付申請款項總額。
  - 倘 閣下根據保證配額申請的預留股份數目少於保證配額，則建議 閣下所申請數目為本申請表格一覽表所列數目之一，否則 閣下須按本申請表格所載公式自行計算所申請預留股份數目的正確應付款項。閣下擬申請的超額預留股份數目須為本申請表格一覽表所列數目之一。倘申請的超額預留股份數目並非本申請表格一覽表所列數目之一，而支票／銀行本票金額與按本申請表格所載公式計算的應付款項不符，則超額申請會遭拒絕。**
  - 選項3－僅申請超額預留股份：**

閣下須(i)將申請的超額預留股份數目和按本申請表格一覽表所載的應付款項填入己欄；及(ii)提交一張支票(或銀行本票)支付 閣下於本申請表格己欄填寫的相同款項。閣下擬申請的超額預留股份數目須為本申請表格一覽表所列數目之一，倘申請的超額預留股份數目並非本申請表格一覽表所列數目之一，而支票／銀行本票金額與按本申請表格所載公式計算的應付款項不符，則超額申請會遭拒絕。
  - 選項4－申請之預留股份數目少於 閣下的保證配額：**

閣下須(i)將申請的預留股份數目和按本申請表格一覽表所載的應付款項填入庚欄；及(ii)提交一張支票(或銀行本票)支付 閣下於本申請表格庚欄所填相同款項。
- 倘 閣下申請的預留股份數目少於 閣下作為合資格眾安股東獲得的保證配額，則建議 閣下所申請數目為本申請表格一覽表所列數目之一，否則 閣下須按本申請表格所載特定公式自行計算所申請預留股份數目的正確應付款項。
- 申請時應繳款項相等於所申請的預留股份數目乘以最高發售價每股預留股份2.92港元另加1%經紀佣金、0.005%聯交所交易費及0.003%證監會交易徵費。為方便 閣下參考，此申請表格列出申請若干數目的預留股份時應繳款項。謹請 閣下注意，保證配額可能並非完整買賣單位1,000股股份之完整股份數目，不能保證 閣下最終之股份總持有量將為1,000股股份之完整倍數。
- 請以英文填寫妥並簽署本申請表格。**僅接納親筆簽署。**
  - 支票或銀行本票須緊釘於表格。閣下必須以一張支票或一張銀行本票支付預留股份的申請款項。每份申請均須附帶一張獨立支票或銀行本票。
  - 如以支票繳付款項，該支票必須：**
    - 為港元支票；
    - 由香港的港元銀行賬戶開出；
    - 顯示 閣下的賬戶名稱，而該戶名必須預印於支票，或由有關銀行授權人在該支票背面簽署證明戶名。該賬戶名必須與 閣下於本表格所填寫的姓名相同。如屬聯名申請，則賬戶名稱必須與排名首位申請人的名稱相同；
    - 註明抬頭人為「交通銀行(代理人)有限公司－中國新城市優先發售」；
    - 劃線註明「只准存入抬頭人賬戶」；及
    - 不得為期票。

下列情況將導致預留股份的申請可能不被受理：

- 支票不符合所印上述規定；或
- 支票首次過戶時不獲兌現。

- 如以銀行本票繳付款項，該本票必須：**
  - 為港元；
  - 由香港持牌銀行發出，並由發出本票銀行的授權人在本票背面簽署證明 閣下姓名。本票背面所顯示姓名須與本申請表格所填寫的姓名相同。如屬聯名申請，本票背面所顯示姓名必須與排名首位申請人的姓名相同；
  - 註明抬頭人為「交通銀行(代理人)有限公司－中國新城市優先發售」；
  - 劃線註明「只准存入抬頭人賬戶」；及
  - 不得為期票。

如 閣下的支票或銀行本票不符合上述所有規定，則 閣下的預留股份申請可能遭拒絕受理。概不應向任何未有持牌或註冊以從事證券及期貨條例第V部所載第一類受規管活動的香港中介人支付任何款項。

- 撕下本申請表格，對摺一次，然後投入卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)的特設收集箱；

- 閣下可於下列時間遞交本申請表格：

2014年6月17日(星期二)	上午9時正至下午5時正
2014年6月18日(星期三)	上午9時正至下午5時正
2014年6月19日(星期四)	上午9時正至下午5時正
2014年6月20日(星期五)	上午9時正至中午12時正

- 遞交申請的最後日期是2014年6月20日(星期五)中午12時正。如該日並無開始登記認購申請，則為下一日開始登記認購申請的中午12時正。本公司將於當日上午11時45分至中午12時正開始登記認購申請。惟視乎當日天氣情況而定。如下列警告信號在2014年6月20日(星期五)上午9時正至中午12時正期間任何時間在香港懸掛，將不會登記申請：
  - 8號或以上熱帶氣旋警告信號，或
  - 「黑色」暴雨警告信號。如在該日的下列一個營業日上午9時正至中午12時正期間任何時間香港並無懸掛上述任何警告，申請認購登記將在該下一個營業日上午11時45分至中午12時正期間進行。營業日指星期六、星期日或香港公眾假期以外的日子。

- 本公司保留 閣下的一切或任何股款過戶的權利，然而，閣下的支票或銀行本票不會於2014年6月20日(星期五)中午12時正前過戶。閣下不會就已繳付款項獲發收據。本公司將保留 閣下的申請款項的任何應得利息。在 閣下的支票或銀行本票過戶前，本公司亦有權保留任何股票及／或任何多收的申請款項或退款。