



NEW CITY DEVELOPMENT GROUP LIMITED

新城市建設發展集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0456)

Form of proxy for use at the extraordinary general meeting (the “2022 EGM”) to be held on Wednesday, 6 April 2022

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.004 each in the share capital of New City Development Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE 2022 EGM** ^(Notes 3, 4 & 12) or _____
with email address of ^(Note 12) _____
as my/our proxy to attend the 2022 EGM (and any adjourned meeting) of the Company to be held in a combination of an in-room meeting at Unit D, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong and a ZOOM live webcast on Wednesday, 6 April 2022 at 11:00 a.m for the purposes of considering and, if thought fit, passing the resolution as set out in the notice dated 18 March 2022 convening the 2022 EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below or, if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <i>(Notes 5 & 6)</i>	AGAINST <i>(Notes 5 & 6)</i>
1.	To consider and approve the Share Consolidation. Details of the resolution have been set out in the notice of the Meeting dated 18 March 2022.		

Dated this _____ day of _____ 2022.

Signature ^(Note 7): _____

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 the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the 2022 EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the 2022 EGM in person to represent the member.
- If any proxy other than the Chairman of the 2022 EGM is preferred, strike out the words “**THE CHAIRMAN OF THE 2022 EGM or**” and insert the name and email address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the 2022 EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE 2022 EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the 2022 EGM other than those referred to in the notice convening the 2022 EGM.
- The resolution will be put to vote by way of poll at the 2022 EGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of the Company of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the 2022 EGM or the adjourned meeting.
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2022 EGM and, in such event, the form of proxy delivered shall be deemed to be revoked.
- Registered shareholders are requested to provide a valid email address of his or her proxy (except appointment of “the Chairman of the 2022 EGM”) for the proxy to receive the login credentials to participate online to the ZOOM live webcast. Please refer to the Company’s announcement dated 18 March 2022 regarding special arrangements for the EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the 2022 EGM (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Personal Data Privacy Officer of Union Registrars Limited at the above address.