



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 “EGM”) to be held on Friday, 3 November 2023

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.20 each in the share capital of New City Development Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE EGM** ^(Notes 3 & 4) or _____
as my/our proxy to attend the EGM (and any adjourned meeting) of the Company to be held at Flat D, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 3 November 2023 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice dated 9 October 2023 convening the 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 ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	<p>(i) an agreement dated 6 September 2023 (the “Agreement”) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) entered into between the Company as issuer and Han Junran as subscriber (the “Subscriber”) in relation to the issue and allotment of 30,701,754 new shares (the “Subscription Shares”) at the issue price of HK\$0.57 per share and that the total issue price in the sum of HK\$15.70 million shall be paid by the Subscriber by way of capitalisation of the entire shareholder’s loan in the sum of HK\$17.50 million and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;</p> <p>(ii) the grant of the specific mandate (the “Specific Mandate”) to the directors (the “Director(s)”) of the Company to exercise the power of the Company to allot and issue the Subscription Shares credited as fully paid to the Subscriber pursuant to the terms and conditions of the Agreement be and is hereby approved; and</p> <p>(iii) any one Director be and is hereby authorised to allot and issue the Subscription Shares pursuant to the terms and conditions of the Agreement and to do all such further acts and things and to sign and execute all such documents and to take all such steps as he or she may consider necessary or desirable to implement and/or give effect to the Agreement, the grant of the Specific Mandate and all transactions contemplated thereunder.</p>		

Dated this _____ day of _____ 2023.

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 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 EGM in person to represent the member.
- If any proxy other than the Chairman of the EGM is preferred, strike out the words “**THE CHAIRMAN OF THE EGM** or” and insert the name and 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 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 EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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 EGM other than those referred to in the notice convening the EGM.
- The resolution will be put to vote by way of poll at the 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 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 EGM and, in such event, the form of proxy delivered shall be deemed to be revoked.

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 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.