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CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED

中國新城鎮發展有限公司

(Incorporated as a business company limited by shares under the laws of the British Virgin Islands)

(Company Registration Number: 1003373)

(Stock Code: 1278)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the members of China New Town Development Company Limited (the “**Company**” and the “**AGM**”, respectively) will be held at Unit 6, No. 18, Qinian Street, Dongcheng District, Beijing, the People’s Republic of China on Thursday, 25 June 2026 at 10:30 a.m.. Please be on time to avoid disrupting the AGM as the AGM will commence at the stipulated time. The AGM is convened for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and independent auditor of the Company for the year ended 31 December 2025 (the “**Year**”).
2. To approve the payment of a final dividend of HK\$0.0025 per share of the Company for the Year.
3. To re-elect Mr. Shi Janson Bing as an executive Director.
4. To re-elect Mr. Lo Wai Hung as an independent non-executive Director.
5. To re-elect Mr. Wang Yi as a non-executive Director (the “**NED**”).
6. To re-elect Mr. Xie Zhen as a NED.

7. To re-elect Ms. Qin Yangfan as a NED.
8. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2026.
9. To re-appoint Rongcheng (Hong Kong) CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

SPECIAL RESOLUTION

10. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 27 April 2026 (the “**Circular**”) and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialled by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect from the date that it is registered with the British Virgin Islands Registrar of Corporate Affairs; and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company, including but not limited to instructing the registered agent of the Company to file the amended and restated memorandum and articles of association of the Company with the British Virgin Islands Registrar of Corporate Affairs.”

By Order of the Board
China New Town Development Company Limited
Yang Meiyu
President and Executive Director

Hong Kong, 27 April 2026

Registered Office:
Vistra Corporate Services Centre
Wickhams Cay II
Road Town, Tortola
British Virgin Islands VG 1110

*Headquarters and principal place of
business in Hong Kong:*
Suite 6508, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder**” or the “**Member**”) entitled to attend and vote at the AGM convened by this notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more ordinary shares of the Company (the “**Shares**”)) or more than one proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the memorandum and articles of association of the Company. A proxy need not be a Shareholder.
2. If a Shareholder wishes to appoint a proxy or proxies, then the enclosed form of proxy must be completed, signed and deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the AGM and its adjourned meeting.
3. Where a Shareholder appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion is specified, the proxy whose name appears first shall be deemed to represent 100 per cent. of the shareholding of the Shareholder and the proxy whose name appears second shall be deemed to be appointed in the alternate.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
5. For determining Shareholders’ entitlement to attend and vote at the AGM, the register of Members will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 18 June 2026. Record date for determination of entitlement to attend and vote at the AGM is Thursday, 25 June 2026.
6. Subject to the passing of Resolution 2 as set out in this notice and for determining Shareholders’ entitlement to receive the proposed final dividend, the register of Members will be closed from Thursday, 2 July 2026 to Monday, 6 July 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for receiving the final dividend, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 30 June 2026. Record date for determination of entitlement to the final dividend is Monday, 6 July 2026.

7. **Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or its adjournment, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including its adjournment) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including its adjournment), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

As at the date of this notice, the Board comprises two executive Directors, namely Ms. Yang Meiyu (President) and Mr. Shi Janson Bing; four non-executive Directors, namely Ms. Liu Yanhong (Chairman), Mr. Wang Yi, Mr. Xie Zhen and Ms. Qin Yangfan; and three independent non-executive Directors, namely Mr. Lo Wai Hung, Mr. Ji Jiaming and Mr. Yuan Kejian.