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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China New City Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China New City Group Limited

中國新城市集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1321)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 9:30 a.m. at Crystal Hall, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC on Thursday, 5 June 2025 is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you are able to attend the Annual General Meeting or any adjournment thereof, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting (i.e. at or before 9:30 a.m. on Tuesday, 3 June 2025 (Hong Kong time)), or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

28 April 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 9:30 a.m. at Crystal Hall, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC on Thursday, 5 June 2025, the notice of which is set out on pages AGM-1 to AGM-6 of this circular, and any adjournment thereof
“Articles”	the second amended and restated articles of association of the Company adopted on 9 June 2022 (as amended from time to time)
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China New City Group Limited (Stock Code: 1321), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted, issued and dealt with (or sold or transferred out of treasury) under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) up to a maximum of 20% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares on the Stock Exchange, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting, and to determine such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Security and Futures Commission of Hong Kong
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



China New City Group Limited

中國新城市集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1321)

Executive Directors:

Mr Shi Nanlu (*Chief Executive Officer*)

Mr Jin Jianrong

Non-executive Director:

Mr Shi Zhongan (*Chairperson*)

Ms Chen Jing

Independent non-executive Directors:

Mr Xu Chengfa

Mr Lam Yau Yiu

Mr Yuan Yuan

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Room 4010, 40th Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

28 April 2025

Dear Shareholder(s),

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Ordinary resolutions to be proposed at the Annual General Meeting include, among other things, (a) the proposed grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and (b) the proposed re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the existing general mandates granted to the Directors to exercise all powers of the Company to allot, issue and deal with and repurchase Shares pursuant to the resolutions passed by the Shareholders at the annual general meeting of the Company held on 6 June 2024 will expire at the conclusion of the Annual General Meeting, separate ordinary resolutions will be proposed at the Annual General Meeting to renew the grant of such general mandates. The relevant proposed resolutions, in summary, are:

- (a) to grant the Directors the Issue Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) up to 20% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution;
- (b) to grant the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution; and
- (c) conditional on the passing of the proposed resolutions approving the grant of the Issue Mandate and the Repurchase Mandate, to grant the Directors the Extension Mandate, i.e. a general and unconditional mandate to increase the total number of Shares which may be allotted, issued and dealt with (or sold or transferred out of treasury) under the Issue Mandate by an additional number representing such number of Shares actually repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 2,010,768,000 Shares. Assuming that (i) the proposed resolutions approving the grant of the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting and (ii) there is no issue or repurchase of Shares from the Latest Practicable Date and up to the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 402,153,600 Shares under the Issue Mandate and repurchase a maximum of 201,076,800 Shares under the Repurchase Mandate, representing 20% and 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of the Annual General Meeting, respectively.

LETTER FROM THE BOARD

Subject to the approval of the above proposed resolutions by the Shareholders at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles, the Companies Act or by any other applicable laws of the Cayman Islands; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to Article 105(A) of the Articles, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

According to Article 105(B) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

By virtue of Articles 105(A) and 105(B) of the Articles, Mr Jin Jianrong and Mr Xu Chengfa (“**Mr Xu**”) will retire as Directors at the Annual General Meeting, and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

According to Article 109 of the Articles, any Director appointed to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

By virtue of Article 109 of the Articles, the office of Ms Chen Jing will end at the Annual General Meeting. Ms Chen Jing, being eligible, will offer herself for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

In accordance with the terms of reference of the nomination committee of the Company (the “**Nomination Committee**”), the Nomination Committee has evaluated the performance and the contribution of each of the retiring Directors for re-election during the last financial year of the Company and the period thereafter up to the date of evaluation. The Nomination Committee is of the opinion that the performance of each of the retiring Directors was satisfactory.

Mr Xu, who is proposed to be re-elected as an independent non-executive Director, has been appointed as an independent non-executive Director since 31 May 2014 and has served on the Board for more than nine years. Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr Xu’s further appointment should be subject to a separate resolution to be approved by the Shareholders. The Nomination Committee had discussed and is of the opinion that throughout Mr Xu’s directorship with the Company (i) he has participated in Board and Board committee meetings to offer impartial views and has consistently demonstrated objectivity in his decision-making and judgement; (ii) he is not involved in any daily management of the Company; and (iii) he is not involved in any relationship or circumstance which would interfere with the exercise of his independent judgment. In addition, he continues to demonstrate the attributes of an independent non-executive director and there is no evidence to suggest that his tenure so far has had any impact on his independence. Having considered the independent nature of his role and duties in his tenure so far, the Nomination Committee considered Mr Xu continues to be independent under Rule 3.13 of the Listing Rules notwithstanding the length of his service. Further, the Nomination Committee is of the view that the continuous appointment of Mr Xu as an independent non-executive Director would be valuable to the Group given his expertise in banking, which is relevant to the overall strategy in financial risk management of the Group, and that Mr Xu has the required expertise to continue to contribute to the diversity of the Board.

Accordingly, the Nomination Committee and the Board proposed to recommend the re-election of Mr Jin Jianrong, Ms Chen Jing and Mr Xu as Directors at the Annual General Meeting.

Particulars of Mr Jin Jianrong, Ms Chen Jing and Mr Xu are set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the proposed re-election of Directors.

LETTER FROM THE BOARD

To the best information of the Directors after making reasonable enquires, no Shareholder is required to abstain from voting for any resolution proposed to be adopted at the Annual General Meeting. Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings. The notice convening the Annual General Meeting and a form of proxy for use at the Annual General Meeting are enclosed herewith and published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.chinanewcity.com.cn. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the Annual General Meeting (i.e. at or before 9:30 a.m. on Tuesday, 3 June 2025 (Hong Kong time)), or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on all resolutions at the general meetings must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to Article 72 of the Articles. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the proposed resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determination of the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 2 June 2025 to Thursday, 5 June 2025 (both days inclusive) during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 30 May 2025.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
China New City Group Limited
中國新城市集團有限公司
Shi Zhongan
Chairperson

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,010,768,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 201,076,800 Shares which represents 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of passing such resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed.

Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum of association of the Company as amended from time to time, the Articles and the applicable laws of the Cayman Islands. Share repurchase will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF SHARE REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2024, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2024	0.79	0.68
May 2024	0.80	0.62
June 2024	0.83	0.80
July 2024	0.83	0.71
August 2024	0.82	0.75
September 2024	0.79	0.70
October 2024	0.86	0.74
November 2024	0.85	0.71
December 2024	0.80	0.60
January 2025	0.80	0.65
February 2025	0.80	0.64
March 2025	0.73	0.53
April 2025 <i>(Note)</i>	0.71	0.55

Note: Up to the Latest Practicable Date

6. STATUS OF REPURCHASED SHARES

Shares repurchased by the Company may be held by the Company as treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis of the respective shareholding held by Ideal World Investments Limited ("**Ideal World**") and Whole Good Management Limited ("**Whole Good**") (all being companies controlled by Mr. Shi Zhongan) as at the Latest Practicable Date set out below, the exercise in full of the Repurchase Mandate will not result in any of Ideal World and/or Whole Good (being presumed to be parties acting in concert under the Takeovers Code) being obliged to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, as at the Latest Practicable Date, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Name	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Ideal World	1,327,556,000 Shares (<i>Note 1</i>)	66.02%	73.36%
Whole Good	31,303,594 Shares (<i>Note 2</i>)	1.56%	1.73%
Total:		<u>67.58%</u>	<u>75.09%</u>

Notes:

1. These 1,327,556,000 Shares were registered in the name of and beneficially owned by Ideal World, the entire issued share capital of which is beneficially owned by Zhong An Group Limited (“**Zhong An**”). The entire issued shares of Zhong An are owned as to about 57.89% by Whole Good, which is wholly-owned by Mr. Shi Zhongan, a non-executive Director of the Company.
2. These 31,303,594 Shares were registered in the name of and beneficially owned by Whole Good.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares held by the public falling below 25% of the issued Shares of the Company (excluding treasury Shares).

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

9. GENERAL

None of the Directors (to the best of their knowledge having made all reasonable enquiries) nor any of their respective close associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands, the regulations set out in the memorandum of association of the Company and the Articles. Neither the explanatory statement in this Appendix I nor the proposed share repurchase has any unusual features.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her to the Company in the event that the Repurchase Mandate is granted to the Directors and is exercised.

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTOR

Mr Jin Jianrong, aged 56

Mr Jin Jianrong (“**Mr Jin**”) is an executive Director of the Company and is responsible for the construction works and project development management of the Group. He was appointed as an executive Director on 5 May 2023.

Mr Jin has over 36 years of experience in property and construction industry. Since his graduation from the Zhejiang Township Industrial School* (浙江鄉鎮工業學校) in March 1987, he had worked in various construction and real estate development companies in the People’s Republic of China from September 1987 to September 2004, serving in various roles including construction worker, construction manager, tender team leader and project manager in multiple property construction and development projects. In September 2004, Mr Jin joined Zhong An Group Limited (stock code: 672) (“**Zhong An Group**”). He has since served as a construction manager and project manager in multiple commercial and residential property development projects of the Zhong An Group. Since 2003, Mr Jin has been appointed as a member of the Tender Evaluation Experts Base of Xiaoshan* (蕭山招投標評審專家庫).

Mr Jin has entered into a service contract with the Company for an initial term of three years with effect from 5 May 2023, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term, unless terminated either by him by not less than three months’ notice in writing expiring at the end of the initial term or any time thereafter served on the Company, or by the Company by not less than three months’ notice in writing expiring at the first anniversary of the initial term or any time thereafter served on him, or otherwise pursuant to the terms of the service contract. As at the Latest Practicable Date, pursuant to such service contract, Mr Jin is entitled to a salary of RMB650,000 per annum. Save for the salary, Mr Jin does not receive any other remuneration for holding his office as an executive Director. The level of Mr Jin’s emoluments was determined by the Board with reference to his duties and responsibilities. For the year ended 31 December 2024, Mr Jin received by way of emoluments RMB758,000, all of which were covered by such service contract.

As at the Latest Practicable Date, Mr Jin did not have any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, senior management, or substantial or controlling shareholders of the Company or hold any other position with the Company or any member of the Group. Mr Jin did not hold any directorship in other listed public companies in the last three years.

* for identification purpose only

NON-EXECUTIVE DIRECTOR

Ms Chen Jing, aged 41

Ms Chen Jing (“**Ms Chen**”) is a non-executive Director. She was appointed as a non-executive Director on 31 December 2024. She has over 19 years of experience in human resources management. In May 2005, Ms Chen was appointed as the manager of the general management department of the Zhong An Group. In November 2012, Ms Chen was appointed as the director of the human resources and administration department of Zhong An Intelligent Living Service Limited (stock code: 2271). In February 2021, Ms Chen was appointed as the assistant to the president and general manager of the human resources and administration department of the Zhong An Group. Ms Chen obtained an executive master of business administration from the Université de Montpellier in July 2024 and the professional qualification of senior human resources management specialist (高級人力資源管理師) from the Ministry of Human Resources and Social Security of the People’s Republic of China (中華人民共和國人力資源和社會保障部). Ms Chen is accredited as an E-type talent (E類人才) by the Talent Office of Hangzhou Municipal Committee of Hangzhou Human Resources and Social Bureau (中共杭州市委人才辦杭州市人力資源和社會保障局) in September 2024.

Ms Chen entered into a service contract with the Company for an initial term of three years with effect from 31 December 2024, unless and until terminated either party by giving not less than three months’ prior written notice, and is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Pursuant to such service contract, Ms Chen is not entitled to any remuneration from the Company for holding her office as a non-executive Director.

Save as disclosed herein, as at the Latest Practicable Date, Ms Chen (i) did not have any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO, (ii) was not connected and had no relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (iii) did not hold any other position with the Company or any member of the Group; and (iv) did not hold directorship in other listed public companies in the last three years.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr Xu Chengfa, aged 71**

Mr Xu Chengfa (“**Mr Xu**”) an independent non-executive Director of the Company. He was appointed as an independent non-executive Director on 31 May 2014.

Mr Xu has over 26 years of experience in banking operations and management. He worked in the Bank of Communications Co., Ltd. (stock code: 03328) Hong Kong Branch, a company which shares are listed on the main board of the Stock Exchange, during September 1988 to September 2013 and held various positions including senior manager of investment banking department, senior manager of corporate services department, assistant general manager, deputy general manager, deputy chief executive officer and consultant.

Mr Xu entered into an appointment letter with the Company for an initial term of three years with effect from 31 May 2014, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term, until terminated either by him by giving not less than three months’ written notice expiring at the end of the initial term of his appointment or any time thereafter to the Company, or by the Company by giving not less than three months’ written notice expiring at the first anniversary of the initial term of his appointment or any time thereafter to him. As at the Latest Practicable Date, pursuant to such appointment letter, he is entitled to a director’s fee of RMB200,000 per annum. Save for the director’s fee, Mr Xu does not receive any other remuneration for holding his office as an independent non-executive Director. The level of Mr Xu’s emoluments was determined by the Board with reference to his duties and responsibilities. For the year ended 31 December 2024, Mr Xu received by way of emoluments RMB200,000, all of which were covered by such appointment letter.

As at the Latest Practicable Date, Mr Xu did not have any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, senior or management, or substantial or controlling shareholders of the Company or hold any other position with the Company or any member of the Group. Mr Xu did not hold directorship in other listed public companies in the last three years.

GENERAL

Save as disclosed above, there are no other matters concerning any of the above Directors that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in relation to their proposed re-election as Directors.

NOTICE OF ANNUAL GENERAL MEETING

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China New City Group Limited

中國新城市集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1321)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China New City Group Limited (“**Company**”) will be held at 9:30 a.m. at Crystal Hall, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the People’s Republic of China on Thursday, 5 June 2025 to consider and, if thought fit, transact the following ordinary businesses:

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2024;
2. (a) to re-elect the following directors of the Company:
 - (i) Mr Jin Jianrong as an executive director of the Company;
 - (ii) Ms Chen Jing as a non-executive director of the Company; and
 - (iii) Mr Xu Chengfa as an independent non-executive director of the Company;
- (b) to authorise the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2025;
3. to re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of China New City Group Limited (the “**Company**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional ordinary shares (each, a “**Share**”) in the capital of the Company (including any sale or transfer of treasury shares (which has the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued (or transferred out of treasury) (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law or the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares (each, a “**Share**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose and, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law or the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of shares (each, a “**Share**”) in the capital of the Company which may be allotted, issued and dealt with (or sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted, issued and dealt with (or sold or transferred out of treasury) by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above, provided that the amount of Shares repurchased by the Company shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding treasury shares) as at the date of passing of this resolution.”

The People’s Republic of China, 28 April 2025

By order of the Board
China New City Group Limited
中國新城市集團有限公司
Shi Zhongan
Chairperson

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Room 4010, 40th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the above meeting (i.e. at or before 9:30 a.m. on Tuesday, 3 June 2025 (Hong Kong time)), or any adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING

3. For the purpose of determining members who are qualified for attending the annual general meeting, the register of members of the Company will be closed from Monday, 2 June 2025 to Thursday, 5 June 2025, both days inclusive, during which no transfer of share will be effected. In order to qualify for attending the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch register and transfer office in Hong Kong at the address stated in note 2 above not later than 4:30 p.m. on Friday, 30 May 2025 for registration.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said person so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Mr Shi Nanlu and Mr Jin Jianrong as executive directors of the Company; Mr Shi Zhongan and Ms Chen Jing as non-executive directors of the Company; and Mr Xu Chengfa, Mr Lam Yau Yiu and Mr Yuan Yuan, as independent non-executive directors of the Company.