

IMPORTANT: If you are in doubt about any of the contents of this supplemental prospectus, you should seek independent professional advice.

This is a supplemental prospectus issued by China New City Commercial Development Limited on June 30, 2014 (the “Supplemental Prospectus”) which supplements the prospectus issued by it on June 17, 2014 (the “Prospectus”) in connection with the Global Offering and listing of its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). A copy of this Supplemental Prospectus having attached thereto (i) a printed copy of each of the WHITE confirmation form (the “WHITE Confirmation Form”), the BLUE confirmation form (the “BLUE Confirmation Form”, together with the WHITE Confirmation Form, the “Confirmation Forms”) and the SPECIAL WHITE re-application form (the “SPECIAL WHITE Re-application Form”) (ii) a certificate in the approved manner as to the accuracy of the Chinese translation of this Supplemental Prospectus, the Confirmation Forms and the SPECIAL WHITE Re-application Form, (iii) a certificate in the approved manner as to the competency of the Chinese translator given by the Sole Sponsor, (iv) the written consents of the Sole Sponsor and Ernst & Young to the issue of this Supplemental Prospectus with the inclusion of their respective names and references in the form and context in which they respectively appear in this Supplemental Prospectus, and (v) copies of the additional material contracts referred to in the paragraph headed “Amendments to the Prospectus – Statutory and General Information” in this Supplemental Prospectus have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Supplemental Prospectus or any other documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this Supplemental Prospectus, 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 the contents of this Supplemental Prospectus.

Potential investors should read this Supplemental Prospectus in conjunction with the Prospectus in order to understand the matters to which the documents relate, in particular before confirming applications or re-applying (in the case of Single Board Lot Applicants) in respect of the Hong Kong Offer Shares. To the extent that anything in this Supplemental Prospectus qualifies or contradicts anything in the Prospectus, this Supplemental Prospectus amends the Prospectus.

Unless otherwise defined herein, terms used in this Supplemental Prospectus shall have the same meanings as those defined in the Prospectus.



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)

(Stock Code: 1321)

SUPPLEMENTAL PROSPECTUS

Our Company is issuing this Supplemental Prospectus pursuant to the Twentieth Schedule, Part 2, section 1(a)(i) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and Rule 11.13 of the Listing Rules. This document amends the Prospectus and should be read in conjunction with the Prospectus, the Application Forms, the Confirmation Forms and the **SPECIAL WHITE** Re-application Form.

Copies of this Supplemental Prospectus, the Confirmation Forms and the Re-application Forms may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, June 30, 2014, Wednesday, July 2, 2014 and Thursday, July 3, 2014 at any of the places stated in the sections headed “Address of the Sole Global Coordinator” and “Relevant branches of the receiving bank” in this Supplemental Prospectus and also at Customer Service Centre of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. This Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Form will also be available at the website of the Stock Exchange at www.hkexnews.hk and our Company’s website at www.chinanewcity.com.cn. The contents of our Company’s website do not form part of this Supplemental Prospectus. No reliance shall be made on the contents of our Company’s website. **Potential investors are reminded that you must confirm your application for the Hong Kong Offer Shares and/or the Reserved Shares before the deadline as stipulated in item (4) of the revised timetable in this Supplemental Prospectus or re-apply (in the case of Single Board Lot Applicants) for the Hong Kong Offer Shares before the deadline as stipulated in item (5) of the revised timetable in this Supplemental Prospectus.** If you have made valid application for the Hong Kong Offer Shares and/or the Reserved Shares, but do not confirm such application or (in the case of Single Board Lot Applicants) re-apply for such Hong Kong Offer Shares in accordance with the procedures for confirmation set out in the section headed “Confirmation of applications or re-application procedure” in this Supplemental Prospectus, you will be taken as not proceeding with your application, and your application will be rejected and refund cheques will be sent out as stipulated in item (10) of the revised timetable in this Supplemental Prospectus.

June 30, 2014

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DETERMINATION OF FINAL OFFER PRICE AT BELOW THE INDICATIVE OFFER PRICE RANGE AS SET OUT IN THE PROSPECTUS

The Company, the Controlling Shareholders, the Sole Sponsor and the Sole Global Coordinator, after taking into consideration of the current market conditions and the levels of interest expressed in the Global Offering, have determined the final Offer Price at HK\$1.30 per Offer Share (the “**Final Offer Price**”), which is below the indicative Offer Price range as set out in the Prospectus.

The Hong Kong Underwriting Agreement dated June 16, 2014 the Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement and the price determination agreement (the “**Price Determination Agreement**”) dated June 25, 2014 entered into between our Company and the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) determining the Final Offer Price are conditional upon and subject to, among other things, the execution of the International Underwriting Agreement.

CHANGE IN BOARD LOT SIZE

Due to the Final Offer Price being set below the indicative Offer Price range as set out in the Prospectus, we have increased the size of each board lot from 1,000 to 2,000 Shares. This is due to the Stock Exchange’s practice of requiring a minimum board lot size of HK\$2,000 at the time of Listing. Accordingly, all references in the Prospectus (except for those as set out in the first paragraph under the section headed “Cornerstone Investor” on page 433 of the Prospectus and sub-paragraph (z) under the section headed “Further information about the business of our Company – 9. Summary of material contracts” in Appendix V on page V-27 of the Prospectus) to a board lot size of 1,000 Shares or 1,000 Hong Kong Offer Shares are hereby amended to refer to a board lot size of 2,000 Shares or 2,000 Hong Kong Offer Shares, as the case may be.

Please refer to the section entitled “Confirmation of applications or re-application procedure” in this Supplemental Prospectus regarding the arrangements that will apply to valid applications which were previously made for Hong Kong Offer Shares or Reserved Shares. These arrangements will apply in relation to (i) valid applications according to whether Eligible Hong Kong Applicants have applied for 1,000 Hong Kong Offer Shares or 2,000 Hong Kong Offer Shares or more and (ii) valid applications from Eligible Hong Kong Applicants for their Assured Entitlements and/or excess Reserved Shares.

AMENDMENTS TO THE PROSPECTUS

In view of the Final Offer Price and the increase in the board lot size, the following amendments to the Prospectus have been made.

Global Offering Statistics

The section entitled “Summary – Global Offering Statistics” on page 16 of the Prospectus has been amended to read as follows:

“	Based on the Final Offer Price of HK\$1.30 per share
Market capitalization of our Shares ^(Note 1)	HK\$2,259.4 million
Unaudited pro forma adjusted combined net tangible assets value attributable to owners of the Company ^(Note 2)	HK\$2.00

- (1) The calculation of the market capitalization is based on the assumption that 1,738,000,000 Shares will be in issue and outstanding immediately following the completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised).
- (2) The unaudited pro forma adjusted combined net tangible assets per Share is calculated after the adjustments referred to in the section headed Appendix I of this Supplemental Prospectus and on the basis that 1,738,000,000 Shares will be in issue and outstanding immediately following the completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised).”

Use of Proceeds

The section entitled “Summary – Use of Proceeds” on page 16 of the Prospectus has been amended to read as follows:

“Assuming the Over-allotment Option is not exercised and based on the Final Offer Price of HK\$1.30 per Offer Share, the net proceeds of the Global Offering will be approximately HK\$550.8 million. We currently intend to apply these net proceeds for the following purposes:

Amount (HK\$ in million)	Percentage of the total estimated net proceeds	Intended use of the net proceeds
385.6	70.0%	Finance the construction and development of our International Office Center project
110.2	20.0%	Finance the construction and development of our other projects
55.0	10.0%	Working capital and other general corporate purposes

For further information, please see the section headed “Amendments to the Prospectus – Proposed use of net proceeds from the issue of Shares” in this Supplemental Prospectus.”

Definitions

The following definition under the section entitled “Definitions” in the Prospectus has been added to read as follows:

““Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement”	The amendment and restatement agreement in relation to the Hong Kong Underwriting Agreement dated June 27, 2014 relating to the Hong Kong Public Offering entered into among us, the Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator, the Joint Bookrunners and the Hong Kong Underwriters”
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The following definition under the section entitled “Definitions” in the Prospectus has been amended to read as follows:

““Hong Kong Underwriting Agreement”	The underwriting agreement dated June 16, 2014 (as amended and restated by the Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement) relating to the Hong Kong Public Offering entered into among us, the Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator, the Joint Bookrunners and the Hong Kong Underwriters”
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Risk Factors

The first paragraph of the section entitled “Risk Factors – Risks relating to the Global Offering – Purchasers of our Shares will experience immediate dilution and may experience further dilution if we issue additional Shares in the future.” on page 74 of the Prospectus has been amended to read as follows:

“The Final Offer Price of our Shares is higher than the net tangible book value per Share immediately prior to the Global Offering and the Capitalization Issue. Therefore, purchasers of our Shares in the Global Offering will experience an immediate dilution in pro forma combined net tangible asset value of RMB1.59 (HK\$2.00) per Share based on the Final Offer Price of HK\$1.30 per Share, assuming there is no exercise of the Over-allotment Option).”

The Cornerstone Placing

The second, third and fourth paragraphs in the section entitled “Cornerstone Investor – Cornerstone Placing” on page 433 of the Prospectus have been replaced to read as follows:

“Based on the Final Offer Price of HK\$1.30 per Share, the total number of Offer Shares that Bondic International would subscribe for would be 119,267,000 Shares, representing approximately 25.5% of our Offer Shares, or approximately 6.9% of our issued Shares immediately following completion of the Global Offering and the Capitalization Issue (assuming the Over-allotment Option is not exercised).”

Unaudited Pro Forma Adjusted Net Tangible Assets

The section entitled “Financial Information – Unaudited pro forma adjusted net tangible assets” on page 506 of the Prospectus has been amended to read as follows:

“Our unaudited pro forma adjusted combined net tangible assets has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Global Offering as if it had taken place on December 31, 2013. It has been prepared for illustrative purposes only and, because of its hypothetical nature, may not give a true and fair picture of our financial position.

	Combined net tangible assets attributable to owners of the Company as of December 31, 2013 RMB'000 (Note 1)	Estimated net proceeds from the Global Offering RMB'000 (Note 2)	Unaudited pro forma adjusted combined net tangible assets RMB'000	Unaudited pro forma adjusted combined net tangible assets per Share RMB (Note 3)	Unaudited pro forma adjusted combined net tangible assets per Share (HK\$ equivalent) (Note 4)
Based on the Final Offer Price of HK\$1.30 per Share	2,326,407	437,810	2,764,217	1.59	2.00

Notes:

1. The combined net tangible assets attributable to owners of the Company as of December 31, 2013 is arrived at after deducting nil intangible assets from the audited combined equity attributable to owners of the Company of RMB2,326,407 as of December 31, 2013, as shown in the Accountants' Report, the text of which is set out in Appendix I to the Prospectus.
2. The estimated net proceeds from the Global Offering are based on the Final Offer Price of HK\$1.30 per Share after deduction of the underwriting fees and other related expenses payable by our Company and takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
3. The unaudited pro forma adjusted combined net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 1,738,000,000 Shares are in issue assuming that the Global Offering has been completed on December 31, 2013 and the Final Offer Price of HK\$1.30 per Share excluding Shares which may be issued upon the exercise of the Over-allotment Option.
4. The unaudited pro forma adjusted combined net tangible assets per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.79486.
5. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to December 31, 2013.”

Proposed Use of Net Proceeds from the Issue of Shares

The section entitled “Future Plans and Use of Proceeds – Proposed use of net proceeds from the issue of Shares” on page 510 of the Prospectus has been amended to read as follows:

“We estimate that the aggregate net proceeds from the issue of new Shares (after deducting underwriting fees and estimated expenses payable by us in connection with the Global Offering) and based on the Final Offer Price at HK\$1.30 per Share, will be approximately HK\$550.8 million. We currently intend to apply these net proceeds for the following purposes:

- approximately HK\$385.6 million or approximately 70.0% will be used to finance the development of our International Office Center projects, including:
 - approximately HK\$110.2 million or approximately 20.0% will be used to finance the construction and development of our International Office Center A3 project;
 - approximately HK\$275.4 million or approximately 50.0% will be used to finance the construction and development of our International Office Center A1 and A2 projects;
- approximately HK\$110.2 million or approximately 20.0% will be used to finance the construction and development of our other projects;
- approximately HK\$55.0 million or approximately 10.0% for working capital and other general corporate purposes.

To the extent that the net proceeds from the issue of Shares are not sufficient to fund the uses set forth above, we intend to fund the balance through a variety of means including cash generated from our operations and bank financing. We currently believe that the net proceeds from the issue of Shares, when combined with such alternate sources of financing, are sufficient for the uses set forth above.

In the event that the Over-allotment Option is exercised in full and based on the Final Offer Price at HK\$1.30 per Share, we estimate that we will receive additional net proceeds from the issue of additional Shares of approximately HK\$89.0 million, deducting underwriting fees and estimated expenses payable by us. The additional proceeds received from the exercise of the Over-allotment Option will be applied pro rata to the abovementioned purposes.

To the extent that the net proceeds from the issue of new Shares are not immediately applied for the above purposes, we will deposit the net proceeds into interest-bearing bank accounts. In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.”

Underwriting

The second paragraph of the section entitled “Underwriting – Commission and expenses” on page 521 of the Prospectus has been amended to read as follows:

“The aggregate commissions and estimated expenses, together with the Stock Exchange trading fee, SFC transaction levy, Stock Exchange listing fee, legal and other professional fees, printing and other fees and expenses relating to the Global Offering, are estimated to amount in aggregate to approximately HK\$68.4 million (based on the Final Offer Price of HK\$1.30 per Offer Share and assuming that the Over-allotment Option is not exercised), which is subject to adjustment to be agreed by the Company, the Joint Bookrunners and other parties.”

Statutory and General Information

New sub-paragraphs (bb) and (cc) have been added under the section headed “Further information about the business of our Company – 9. Summary of material contracts” in Appendix V on page V-27 to the Prospectus as follows:

- (bb) the Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement; and
- (cc) the price determination agreement dated June 25, 2014 entered into between our Company and the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) pursuant to which our Company and the Sole Global Coordinator (on behalf of the Hong Kong Underwriters) had agreed on the Offer Price for each Offer Share at HK\$1.30 (exclusive of the brokerage, the Stock Exchange trading fee and SFC transaction levy).

Continuing Connected Transactions

The whole paragraph under the section headed “Continuing Connected Transactions – (B) Continuing connected transaction subject to the reporting, annual review, announcement but exempted from independent shareholders’ approval requirements” on pages 408 to 411 of the Prospectus has been amended to read as follows:

“(B) Continuing connected transaction subject to the reporting, annual review, announcement and independent shareholders’ approval requirements

Cooperation Agreement

As disclosed in the paragraph headed “The Reorganization” under the section headed “History, Reorganization and Corporate Structure”, our Group has entered into the Cooperation Agreement with Yuyao Zhong’an Property, pursuant to which Yuyao Zhong’an Property has been appointed as the exclusive project manager for the overall management and supervision of the ongoing construction, development and sales of the Times Square Residential Portion on the following terms and conditions:

- (i) Yuyao Zhong’an Property shall be solely responsible for the management and supervision of the construction, development and sales of, and shall be entitled to the net economic benefits arising from, the Times Square Residential Portion;

- (ii) after the Cooperation Agreement became effective on March 16, 2014, Yuyao Zhong'an Property will bear all costs, expenses and taxes in connection with the development and sales of the Times Square Residential Portion, and shall indemnify and reimburse us for any such costs, expenses, taxes and other liabilities to be incurred or suffered by us arising in relation to the sales and pre-sales of the Times Square Residential Portion, and the guarantee arrangements as referred to in sub-paragraph (vi) below;
- (iii) while the legal title and ownership of the relevant land use rights and (upon completion of the development) the building ownership will remain in our Group, our Group will hold such title and ownership on behalf and for the benefit of the Remaining Zhong An Group and, after completion of the development of the Times Square Residential Portion, and upon request by the Remaining Zhong An Group, assist the purchasers thereof to obtain the property ownership certificates for the property purchased or, as the case may be, transfer to or assist the Remaining Zhong An Group to obtain the property ownership certificates in respect of any unsold properties;
- (iv) while Yuyao Zhong'an Property shall be responsible for the management and supervision of the construction, development and sales of the Times Square Residential Portion, we shall, in our capacity as the legal owner of the Times Square Residential Portion and at the costs and expenses of Yuyao Zhong'an Property, take such necessary actions to facilitate the development, pre-sales and sales of the Times Square Residential Portion, including assisting Yuyao Zhong'an Property in the application for the requisite pre-sale permit, entering into pre-sales and/or sales agreements with purchasers of the properties at such selling prices and on such terms and conditions as determined by Yuyao Zhong'an Property and assisting the purchasers and/or Yuyao Zhong'an Property to obtain the property ownership certificates in respect of the properties;
- (v) the proceeds from the pre-sale and sales of the Times Square Residential Portion will be deposited in the bank accounts of our Group which will be supervised by the bank and shall be applied towards the ongoing project construction (subject however to the relevant statutory requirements in relation to pre-sale proceeds) and, after deducting therefrom all the development costs and expenses of the Times Square Residential Portion incurred before the Cooperation Agreement became effective by or on behalf of our Group but not previously reimbursed to Yuyao Zhong'an Property, and other amounts owed by Yuyao Zhong'an Property to us under the Cooperation Agreement, the net sales proceeds of the Times Square Residential Portion shall be paid to Yuyao Zhong'an Property;
- (vi) we, in our capacity as the owner, will provide guarantees in favour of banks in respect of the mortgage loans of the pre-sale purchasers of the Times Square Residential Portion. Yuyao Zhong'an Property will indemnify us in full all the claims, liabilities, costs, expenses and/or losses that may be suffered by us arising from such guarantee arrangement; and

(vii) the Cooperation Agreement shall be terminated upon completion of sales, transfer and delivery of the entire Times Square Residential Portion to the purchasers thereof or, as the case may be, Yuyao Zhong'an Property. If any apartment under the Times Square Residential Portion remains unsold as of June 30, 2016, we undertake to transfer the unsold apartments on such date to Yuyao Zhong'an Property at book cost, which will be reimbursed and paid out of the gross sales proceeds of the other sold apartments. The net sales proceeds under the Cooperation Agreement will be paid by us to Yuyao Zhong'an Property on June 30, 2016.

Based on the above terms and the arrangement under the Cooperation Agreement, our Group is merely acting as an agent for the Remaining Zhong An Group in respect of sales of the Times Square Residential Portion.

As the net sales proceeds under the Cooperation Agreement will be payable by us to Yuyao Zhong'an Property on June 30, 2016, our Directors anticipate that the amount payable by us to Yuyao Zhong'an Property under the Cooperation Agreement will be nil, nil and not more than RMB104.0 million for the years ending December 31, 2014, 2015 and 2016, respectively. Such annual caps represent the estimated net sales proceeds from the Times Square Residential Portion to be payable by us to Yuyao Zhong'an Property pursuant to the Cooperation Agreement. Our Directors estimated the above annual caps based on (a) the development costs and expenses of the Times Square Residential Portion incurred before the date of the Cooperation Agreement; (b) Yuyao Zhong'an Property's budget for the ongoing development of the Times Square Residential Portion, and our Group's experience on the costs, expenses and taxes in connection with the development and sales of similar residential properties development; (c) the estimated selling price of the residential properties under the Times Square Residential Portion currently offered to pre-sale purchasers; (d) the estimated timetable for the pre-sale, sales and delivery of the Times Square Residential Portion; and (e) the agreed schedule for payment of the net sales proceeds of the Times Square Residential Portion to Yuyao Zhong'an Property.

Waiver Sought

We have applied to the Stock Exchange for, and the Stock Exchange has granted, waivers from strict compliance with the applicable announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in relation to the transactions contemplated under the Cooperation Agreement:

- the arrangements under the Cooperation Agreement are part of the Reorganization in order to achieve clear business delineation between our Group and the Remaining Zhong An Group upon Listing by allocating the responsibilities and rewards of the continuing development and sales of the Times Square Residential Portion to the Remaining Zhong An Group.
- given that the Cooperation Agreement has been entered into prior to the Listing Date and has been disclosed in this prospectus, and potential investors of our Company will participate in the Global Offering on the basis of such disclosure, our Directors consider that compliance with the announcement requirements and independent shareholders' approval in respect thereof immediately after the Listing would be unduly burdensome and add unnecessary administrative time and costs for our Company.

Compliance with applicable rules set out in Chapter 14A of the Listing Rules

Our Company will comply with the applicable requirements under the Listing Rules in respect of the transactions under the Cooperation Agreement. In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable provisions under Chapter 14A of the Listing Rules as of the date of this prospectus relating to the transactions, our Company will take immediate steps to ensure compliance with such requirements within a reasonable period.

Confirmation from the Directors

Our Directors (including independent non-executive Directors) consider that the continuing connected transactions contemplated under the Cooperation Agreement have been and will be entered into in the ordinary and usual course of business and on normal commercial terms, and the terms of the Cooperation Agreement and the relevant annual caps set out above are fair and reasonable and in the interests of our Shareholders as a whole.

Confirmation from the Sole Sponsor

The Sole Sponsor is of the view that the continuing connected transactions contemplated under the Cooperation Agreement have been and will be entered into in the ordinary and usual course of business and on normal commercial terms, and the terms of the Cooperation Agreement and the relevant annual caps set out above are fair and reasonable and in the interests of our Shareholders as a whole.”

WORKING CAPITAL

Taking into account our cash generated from our operations, cash and cash equivalents, available banking and credit facilities and the estimated net proceeds from the Global Offering, our Directors are satisfied, after due and careful inquiry, that we will have sufficient working capital for our present requirements for at least the next 12 months from the date of this Supplemental Prospectus.

SIGNIFICANT NEW INFORMATION

Our Directors are of the opinion that the determination of the Final Offer Price, change in board lot size and the relevant amendments in the Prospectus constitute significant new information which might be material to investors’ ability to make an informed assessment of our Company in deciding whether to confirm an application for the Hong Kong Offer Shares and/or the Reserved Shares or (in the case of Single Board Lot Applicants) re-apply for the Hong Kong Offer Shares.

Notwithstanding the above circumstances, you should note that it is the intention of our Company, and the Sole Global Coordinator to proceed with the Global Offering.

If the conditions set out in the section headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering and the Preferential Offering” in the Prospectus, which include the formal approval of the Stock Exchange for the listing of the Shares, are not fully satisfied or waived (where possible) by 8.00 a.m. on Thursday, July 10, 2014, the Global Offering will lapse. You are urged to read carefully this Supplemental Prospectus and, if you have applied for the Offer Shares, to consider carefully your right to confirm your application for the Hong Kong Offer Shares and/or the Reserved Shares before the deadline as stipulated in item (4) of the revised timetable below or (in the case of Single Board Lot Applicants) re-apply for Hong Kong Offer Shares before the deadline as stipulated in item (5) of the revised timetable below. Applicants who have made valid applications for the Hong Kong Offer Shares (“**Eligible Hong Kong Applicants**”) and Qualifying Zhong An Shareholders who have made valid applications for the Reserved Shares (“**Eligible Zhong An Applicants**”, together with Eligible Hong Kong Applicants, the “**Eligible Applicants**”), but who do not confirm the applications for the Hong Kong Offer Shares and/or Reserved Shares or (in the case of Single Board Lot Applicants) re-apply for such Hong Kong Offer Shares in accordance with the procedures for confirmation or re-application set out in the section headed “Confirmation of applications or re-application procedure” below, will be taken as not proceeding with their applications, and their applications will be rejected and refund cheques will be sent out as stipulated in item (10) of the revised timetable below.

REVISED TIMETABLE OF THE GLOBAL OFFERING

The allocation and listing of the Shares have been postponed in order to enable you to consider the potential impact of the determination of the Final Offer Price, which has been set at a price that is HK\$1.62 lower than the maximum indicative Offer Price range of HK\$2.92 per Share as disclosed in the Prospectus, together with other matters disclosed in this Supplemental Prospectus, on your decision to invest in the Offer Shares. Accordingly, our Company is asking applicants to confirm their applications for the Hong Kong Offer Shares and/or Reserved Shares or (in the case of Single Board Lot Applicants) re-apply for such Hong Kong Offer Shares.

The revised timetable⁽¹⁾ of the Global Offering is as follows:

- (1) Announcement of the Final Offer Price and the preliminary basis of allocations in the Hong Kong Public Offering and the Preferential Offering published in the South China Morning Post (in English), the Hong Kong Economic Times (in Chinese), on the Stock Exchange's website at www.hkexnews.hk and our Company's website at www.chinanewcity.com.cn and details of the preliminary basis of allocations in the Hong Kong Public Offering and the Preferential Offering (with identification document numbers, where appropriate) have been made available through a variety of channels as described in the section headed "How to Apply for the Hong Kong Public Offer Shares and Reserved Shares – Publication of Results" in the Prospectus from Thursday, June 26, 2014
- (2) Despatch of refund cheques or HK eIPO White Form e-auto refund payment instructions in relation to the surplus application monies, being the difference between HK\$2.92 per Share, being the maximum of the indicative Offer Price range as disclosed in the Prospectus and HK\$1.30 per Share, being the Final Offer Price, together with the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee with respect to valid applications, and the full application amount in respect of invalid applications (including applications for 1,000 Hong Kong Offer Shares) and applications for Excess Shares pursuant to the Hong Kong Public Offering and the Preferential Offering have been made on Thursday, June 26, 2014
- (3) Announcement of the publication of this Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Form will be published in the South China Morning Post (in English), the Hong Kong Economic Times (in Chinese), on the Stock Exchange's website at www.hkexnews.hk, and our Company's website at www.chinanewcity.com.cn from . . . Monday, June 30, 2014
- (4) The period when Eligible Applicants may confirm their applications for Hong Kong Offer Shares or Reserved Shares allocated on a preliminary basis under the Hong Kong Public Offering and Preferential Offering in full:
 - (a) For Eligible Hong Kong Applicants who applied by using **WHITE** or **YELLOW** Application Forms or using **HK eIPO White Form** 9:00 a.m. to 5:00 p.m. on
Monday, June 30, 2014
Wednesday, July 2, 2014
Thursday, July 3, 2014

- (b) For Eligible Zhong An Applicants who applied
by using **BLUE** Application Form 9:00 a.m. to 5:00 p.m. on
Monday, June 30, 2014
Wednesday, July 2, 2014
Thursday, July 3, 2014
- (c) For Eligible Hong Kong Applicants who applied by
giving electronic application
instructions to HKSCC via CCASS 9:00 a.m. to 5:00 p.m. on
Monday, June 30, 2014
Wednesday, July 2, 2014
Thursday, July 3, 2014
- (5) The period when Eligible Hong Kong Applicants may lodge
SPECIAL WHITE Re-application Form
for Hong Kong Offer Shares 9:00 a.m. to 5:00 p.m. on
Monday, June 30, 2014
Wednesday, July 2, 2014
Thursday, July 3, 2014
- (6) Application lists open in respect of the
SPECIAL WHITE Re-application Form
for Hong Kong Offer Shares⁽²⁾ 4:45 p.m. on
Thursday, July 3, 2014
- (7) Application lists close in respect of the
SPECIAL WHITE Re-application Form
for Hong Kong Offer Shares 5:00 p.m. on
Thursday, July 3, 2014
- (8) Announcement of the final basis of allotment under the Hong
Kong Public Offering and the Preferential Offering
and the level of interest in the International Offering,
taking into account all confirmations in respect of the
Hong Kong Offer Shares and/or Reserved Shares
from Eligible Applicants and re-applications in the case
of Single Board Lot Applicants from Eligible
Hong Kong Applicants, and the despatch arrangements for
refund cheques or HK eIPO White Form e-auto
refund payment instructions with respect to
unconfirmed applications, to be published in the
South China Morning Post (in English)
and the Hong Kong Economic Times (in Chinese) on Wednesday, July 9, 2014
- (9) The announcement referred to in (8) above will be
published on the Stock Exchange's website at
www.hkexnews.hk and our Company's website at
www.chinanewcity.com.cn from Wednesday, July 9, 2014
- (10) Despatch of refund cheques or HK eIPO
White Form e-auto refund payment instructions
with respect to unconfirmed applications
or invalid re-applications on Wednesday, July 9, 2014

- (11) Despatch of Share certificates⁽³⁾ or deposit of share certificate into CCASS in respect of successful applications on Wednesday, July 9, 2014
- (12) Dealings in Shares on the Stock Exchange to commence on Thursday, July 10, 2014

Notes:

- (1) All times refer to Hong Kong local time.
- (2) The application lists will not open if there is:
- a tropical cyclone warning signal number 8 or above; or
 - a “black” rainstorm warning

in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on Thursday, July 3, 2014. Instead, they will open between 4:45 p.m. and 5:00 p.m. on the next Business Day which does not have either of those signals in Hong Kong in force at any time between 9:00 a.m. and 5:00 p.m.. For this purpose, “Business Day” means a day that is not a Saturday, Sunday or a public holiday in Hong Kong.

If the application lists do not open and close on Thursday, July 3, 2014 or if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force in Hong Kong that may affect the dates mentioned in this section headed “Revised Timetable of the Global Offering”, an announcement will be made in such event.

- (3) Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Thursday, July 10, 2014 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Grounds for Termination by the Hong Kong Underwriters” in the Prospectus has not been exercised and lapsed.

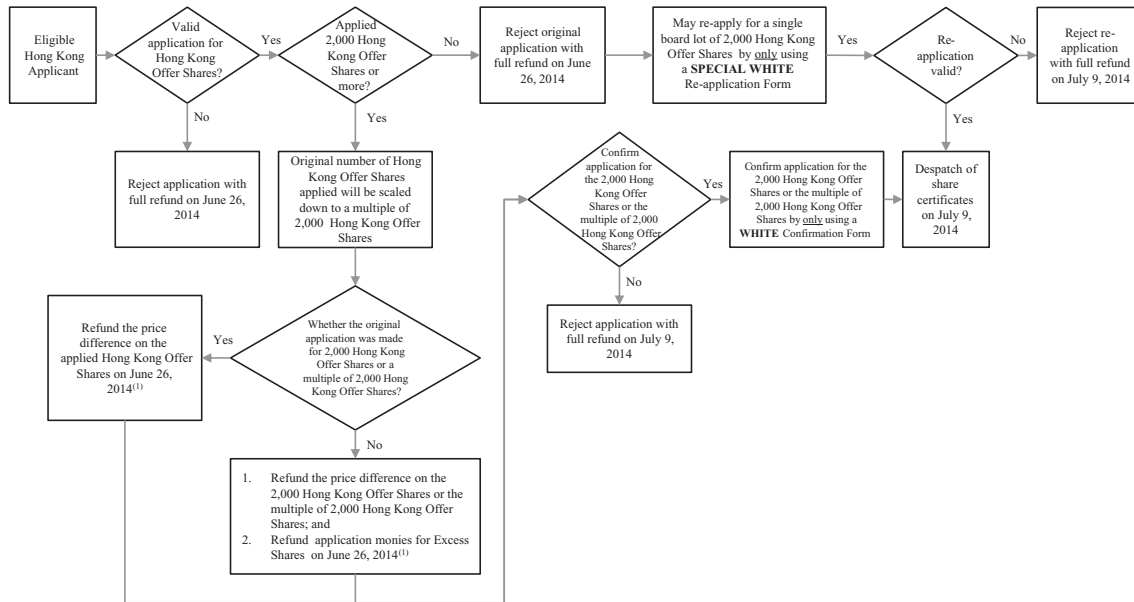
CONFIRMATION OF APPLICATIONS OR RE-APPLICATION

As a result of the increase in the board lot size from 1,000 Shares to 2,000 Shares, the arrangements set out below will apply in relation to (i) valid applications according to whether Eligible Hong Kong Applicants have applied for 1,000 Hong Kong Offer Shares or 2,000 Hong Kong Offer Shares or more and (ii) valid applications from Eligible Zhong An Applicants for their Assured Entitlements and/or excess Reserved Shares.

Please refer to the announcement issued by us on June 26, 2014 on the level of valid applications and the preliminary basis of allocations in the Hong Kong Public Offering and the Preferential Offering for more details on the refunds the Eligible Applicants have received in respect of their applications.

For Eligible Hong Kong Applicants*

The confirmation of applications and re-application process for the Eligible Hong Kong Applicants is summarized in the chart below:



Note (1) together with the related brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%, without interest

* Eligible Hong Kong Applicants who applied (i) through brokers, banks or other intermediaries or (ii) by giving electronic application instructions to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation or re-application (if applicable) for Hong Kong Offer Shares as such latest time may be earlier than the deadline as stipulated in this Supplemental Prospectus

** HKSCC Nominees will process application confirmation only for those Eligible Hong Kong Applicants who have applied by giving electronic application instructions to HKSCC and not re-applications on behalf of Single Board Lot Applicants. Single Board Lot Applicants who wish to re-apply for 2,000 Hong Kong Offer Shares will only be able to do so by completing the **SPECIAL WHITE Re-application Form**. Such application must be made in accordance with the procedure set out in this Supplemental Prospectus

Eligible Hong Kong Applicants who have applied for 1,000 Hong Kong Offer Shares

All applications for 1,000 Hong Kong Offer Shares cannot be treated as valid or accepted due to the increase in board lot size. Full refunds have been dispatched on June 26, 2014 to such persons who made applications. Any such Eligible Hong Kong Applicant who had previously made an otherwise valid application to subscribe for one board lot of 1,000 Hong Kong Offer Shares and whose application was included in the announcement issued by us of the level of valid applications and preliminary basis of allocation in the Hong Kong Public Offering on June 26, 2014 (a “**Single Board Lot Applicant**”) may re-apply for a single board lot of 2,000 Hong Kong Offer Shares by only using a **SPECIAL WHITE Re-application Form**. Such application must be made in accordance with the procedure set out in the section entitled “Confirmation of application and re-application procedure – Re-application by Single Board Lot Applicants” in this Supplemental Prospectus.

Eligible Hong Kong Applicants who have applied for 2,000 Hong Kong Offer Shares or more

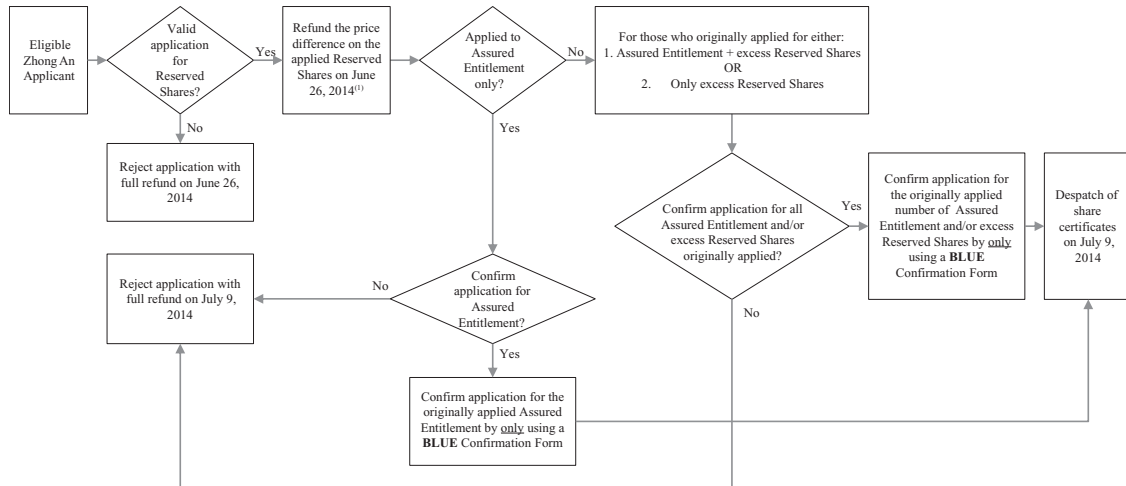
Eligible Hong Kong Applicants who have validly applied for 2,000 Hong Kong Offer Shares or more (whether or not the application was for a multiple of 2,000 Hong Kong Offer Shares) may have been wholly or partially successful. **Any such applicant whose application was included in the announcement issued by us on the level of valid applications and the preliminary basis of allocation in the Hong Kong Public Offering on June 26, 2014 may have had the number of Hong Kong Offer Shares they applied for scaled down to a multiple of 2,000 Hong Kong Offer Shares and are required to confirm their application for the multiple of 2,000 Hong Kong Offer Shares that has been allocated to them on a preliminary basis.** Such confirmation should be provided in accordance with the procedure set out in the section entitled “Confirmation of application and re-application procedure – Confirmation of applications by Eligible Hong Kong Applicants other than Single Board Lot Applicants” in this Supplemental Prospectus or their applications in respect of such Hong Kong Offer Shares are liable to be rejected. Any residual application in respect of the Hong Kong Offer Shares in excess of any scaled down number of Hong Kong Offer Shares that has been allocated to an Eligible Hong Kong Applicant on a preliminary basis (the “**Excess Shares**”) has been unsuccessful and has not been accepted.

Eligible Hong Kong Applicants who do not confirm their application (for the number of Hong Kong Offer Shares that has been provisionally allocated to them) in accordance with the procedure set out in this section will have their applications in respect of such Hong Kong Offer Shares rejected and will be refunded their remaining application monies together with the related brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%, without interest. Such refund cheques or HK eIPO White Form e-auto refund payment instructions are expected to be despatched on Wednesday, July 9, 2014.

Eligible Hong Kong Applicants will receive full refunds of HK\$1.30 per Hong Kong Offer Share (being the Final Offer Price) in respect of the Hong Kong Offer Shares allocated to them on a preliminary basis if valid confirmations in respect of those Hong Kong Offer Shares are not received by 5:00 p.m. on Thursday, July 3, 2014 (together with the related brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) without interest, such refunds are expected to be despatched on Wednesday, July 9, 2014.

For Eligible Zhong An Applicants**

The confirmation of applications process for the Eligible Zhong An Applicants is summarized in the chart below:



Note (1) together with the related brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%, without interest

*** Eligible Zhong An Applicants will need to complete one Blue Confirmation Form only to confirm both Assured Entitlement and excess Reserved Shares originally applied for, if applicable.*

*** Eligible Zhong An Applicants whose Reserved Shares were allocated to them in the name of HKSCC Nominees should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than the deadline as stipulated in this Supplemental Prospectus*

Eligible Zhong An Applicants who (i) have applied for their Assured Entitlements and/or (ii) excess Reserved Shares

Eligible Zhong An Applicants who have validly applied for their Assured Entitlements and/or excess Reserved Shares, and whose applications were included in the announcement issued by us on the level of valid applications and the preliminary basis of allocation in the Preferential Offering on June 26, 2014, are required to confirm their applications that have been allocated to them on a preliminary basis. Such confirmation should be provide in accordance with the procedure set out in the section entitled “Confirmation of applications or re-application procedure – Confirmation of applications by Eligible Zhong An Applicants” in this Supplemental Prospectus or their applications in respect of such Reserved Shares are liable to be rejected.

Eligible Zhong An Applicants will receive full refunds of HK\$1.30 per Reserved Share (being the Final Offer Price) in respect of the Reserved Shares allocated to them on a preliminary basis if valid confirmations in respect of those Reserved Shares are not received by 5:00 p.m. on Thursday, July 3, 2014 (together with the related brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) without interest, such refunds are expected to be despatched on Wednesday, July 9, 2014.

CONFIRMATION OF APPLICATIONS OR RE-APPLICATION PROCEDURE

In order for an application by an Eligible Hong Kong Applicant who is not a Single Board Lot Applicant not to be rejected, positive confirmation of the application through the due completion of a **WHITE** Confirmation Form for an Eligible Hong Kong Applicant to confirm his/her/its application for the Hong Kong Offer Shares or a **BLUE** Confirmation Form for an Eligible Zhong An Applicant to confirm his/her/its application for the Reserved Shares must be received from the relevant Eligible Applicant.

If a **WHITE** or a **BLUE** Confirmation Form is lodged, the confirmation must (and will) apply to all the Hong Kong Offer Shares or Reserved Shares allocated on a preliminary basis to the Eligible Hong Kong Applicant or the Eligible Zhong An Applicant concerned (with the exception that HKSCC Nominees may confirm part of the Hong Kong Offer Shares or Reserved Shares allocated to it on a preliminary basis as it acts on behalf of different CCASS Participants).

In order for a re-application by a Single Board Lot Applicant to be successful, re-application through the due completion of a **SPECIAL WHITE** Re-application Form with payment in the manner described below must be received from the relevant Single Board Lot Applicant.

Any confirmation or re-application (as the case may be) will be irrevocable once made.

All applicants are encouraged to check the details of valid applications for the Hong Kong Offer Shares or Reserved Shares through the channels set out in this Supplemental Prospectus in order to ascertain the number of Hong Kong Offer Shares or Reserved Shares (if any) they have validly applied for and been allocated on a preliminary basis or in respect of which they are entitled to re-apply before they decide whether to provide or make, if they so wish, a positive confirmation or re-application (as the case may be).

Eligible Applicants who wish to confirm their applications or (in the case of Single Board Lot Applicants) re-apply will be required to take action, on the basis described below, no later than the deadline as stipulated in items (4) or (5), as the case may be, of the revised expected timetable.

Eligible Applicants who do not confirm their applications or re-apply (as the case may be) in the prescribed manner will have their applications rejected.

No interest shall be payable on or with respect to application monies (including any refunded application monies) on account of or following the extension to the timetable of the Global Offering or otherwise.

Confirmation of applications by Eligible Hong Kong Applicants other than Single Board Lot Applicants

WHITE Confirmation Forms may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, June 30, 2014, Wednesday, July 2, 2014 and Thursday, July 3, 2014 at any of the places stated in the sections entitled “Address of the Sole Global Coordinator” and “Relevant branches of the receiving bank” below and also at Customer Service Centre of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. Eligible Hong Kong Applicants who applied by using **HK eIPO White Form** will receive a copy of the **WHITE** Confirmation Form, together with a link to the Supplemental Prospectus and the

announcement referred to in item (3) of the revised expected timetable posted on the Stock Exchange's website, by email from the designated **HK eIPO White Form Service Provider**.

Confirmation of an application by an Eligible Hong Kong Applicant can only be given by validly completing and lodging a **WHITE** Confirmation Form.

(a) *For Eligible Hong Kong Applicants other than Single Board Lot Applicants who applied by using **WHITE** or **YELLOW** Application Forms or using **HK eIPO White Form***

To confirm, the applicant must:

1. complete the **WHITE** Confirmation Form by filling in all required information (including the applicant's identification document number which must be the same as the one filled in the **WHITE** or **YELLOW** Application Form or **HK eIPO White Form**) and sign the **WHITE** Confirmation Form. For joint applicants, a **WHITE** Confirmation Form validly completed by any joint applicant will be valid and binding on the other joint applicant(s); and
2. deposit the completed **WHITE** Confirmation Form at any of the branches set out in the section headed "Relevant branches of the receiving bank" below, which must be lodged by 5:00 p.m. on Thursday, July 3, 2014.

(b) *For Eligible Hong Kong Applicants other than Single Board Lot Applicants who applied by giving electronic application instructions to HKSCC via CCASS*

- Eligible Hong Kong Applicants who are CCASS Investor Participants may give instructions to HKSCC to confirm their applications. For details, such Eligible Hong Kong Applicants may refer to the internet broadcast message via the CCASS Internet System at <https://ip.ccass.com> or call the CCASS Phone System by calling 2979 7888 for assistance; and
- Eligible Hong Kong Applicants who are not CCASS Investor Participants may instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give instructions to HKSCC to confirm their applications. For details, CCASS Clearing Participants and CCASS Custodian Participants may refer to the broadcast message via the CCASS terminal. For enquiries, they may call the CCASS hotline 2979 7111.

Eligible Hong Kong Applicants who applied (i) through brokers, banks or intermediaries and/or who had not provided their names and addresses on their Application Forms or (ii) by giving electronic application instructions to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than the deadline as stipulated in item (4) of the above revised timetable. Such applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm an applicant's application in accordance with the procedures stipulated for confirmation, then the applicant's confirmation may not be accepted and neither our Company nor anyone else connected with the Hong Kong Public Offering or the Preferential Offering will be responsible for any loss incurred thereby.

Confirmation of applications by Eligible Zhong An Applicants

BLUE Confirmation Forms may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, June 30, 2014, Wednesday July 2, 2014 and Thursday, July 3, 2014 at any of the places stated in the section entitled “Address of the Sole Global Coordinator” and “Relevant branches of the receiving bank” below and also at Customer Service Centre of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Confirmation of an application by an Eligible Zhong An Applicant for both its Assured Entitlement and/or excess Reserved Shares applied shall be given by validly completing and lodging one **BLUE** Confirmation Form only.

To confirm, the applicant must:

1. complete the **BLUE** Confirmation Form by filling in all required information (including the applicant’s identification document number which must be the same as the one filled in the **BLUE** Application Form) and sign the **BLUE** Confirmation Form. For joint applicants, a **BLUE** Confirmation Form validly completed by any joint applicant will be valid and binding on the other joint applicant(s); and
2. deposit the completed **BLUE** Confirmation Form in the special collection boxes provided at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 5:00 p.m. on Thursday, July 3, 2014.

Eligible Zhong An Applicants whose Reserved Shares were allocated to them in the name of HKSCC Nominees should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than the deadline as stipulated in item (4) of the above revised timetable. Such applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm an applicant’s confirmation in accordance with the procedures stipulated for confirmation, then the applicant’s confirmation may not be accepted and neither our Company nor any one else connected with the Hong Kong Public Offering or the Preferential Offering will be responsible or any loss incurred thereby.

Re-application by Single Board Lot Applicants

SPECIAL WHITE Re-application Forms may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, June 30, 2014, Wednesday, July 2, 2014 and Thursday, July 3, 2014 at any of the places stated in the sections entitled “Address of the Sole Global Coordinator” and “Relevant branches of the receiving bank” below and also at Customer Service Centre of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. Single Board Lot Applicants who applied by using **HK eIPO White Form** will receive a copy of the **SPECIAL WHITE** Re-application Form, together with a link to the Supplemental

Prospectus and the announcement referred to in item (3) of the revised expected timetable posted on the Stock Exchange's website, by email from the designated **HK eIPO White Form Service Provider**. To re-apply for 2,000 Hong Kong Offer Shares, the Single Board Lot Applicant must (regardless of the method by which the original application was made):

1. complete the **SPECIAL WHITE** Re-application Form by filling in all required information (including the Single Board Lot Applicant's identification document number which must be the same as the one filled in the **WHITE** or **YELLOW** Application Form or **HK eIPO White Form** or electronic application instructions to HKSCC via CCASS) and sign the **SPECIAL WHITE** Re-application Form. For joint applicants, a **SPECIAL WHITE** Re-application Form validly completed by any joint applicant will be valid and binding on the other joint applicant(s); and
2. enclose with the **SPECIAL WHITE** Re-application Form a cheque in the amount of HK\$2,626.21 (being the aggregate Final Offer Price of HK\$1.30 per shares for 2,000 Shares plus the applicable brokerage fee of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%). For further details see the section entitled "How to make your re-application" in the **SPECIAL WHITE** Application Form; and
3. deposit the completed **SPECIAL WHITE** Re-application Form (together with the cheque mentioned above) at any of the branches set out in the section headed "Relevant branches of the receiving bank" below, which must be lodged by 5:00 p.m. on Thursday, July 3, 2014.

HKSCC Nominees will process application confirmation only for those Eligible Hong Kong Applicants who have applied by giving electronic application instructions to HKSCC and not re-applications on behalf of Single Board Lot Applicants. Single Board Lot Applicants who wish to re-apply for 2,000 Hong Kong Offer Shares will only be able to do so by completing the **SPECIAL WHITE** Re-application Form. Such application must be made in accordance with the procedure set out in this Supplemental Prospectus.

In respect of the offer to Single Board Lot Applicants only, the application lists will formally open at 4:45 p.m. on Thursday, July 3, 2014 and close at 5:00 p.m. on Thursday, July 3, 2014.

Single Board Lot Applicants should note that, regardless of whether they had made their original application by way of **WHITE** Application Form, **YELLOW** Application Form or by giving electronic application instructions to HKSCC via CCASS or to the **HK eIPO White Form Service**, the only means by which they can re-apply for 2,000 Hong Kong Offer Shares in the Hong Kong Public Offering is through the **SPECIAL WHITE** Re-application Form. Accordingly, any Single Board Lot Applicant who makes a successful application on a **SPECIAL WHITE** Re-application Form will (subject to the terms and conditions of the Hong Kong Public Offering) receive shares in certificated form.

Further terms and conditions for Single Board Lot Applicants

If Single Board Lot Applicants re-apply for the Hong Kong Offer Shares, they will be agreeing with us and the Sole Global Coordinator (on behalf of the Underwriters) on the terms set out below and (to the extent not inconsistent therewith) the Prospectus as amended by this Supplemental Prospectus.

- A Single Board Lot Applicant who duly completes a **SPECIAL WHITE** Re-application Form offers to purchase from our Company at the Final Offer Price a single board lot of 2,000 Hong Kong Offer Shares on the terms and conditions set out in the Prospectus as amended by this Supplemental Prospectus and the terms and conditions in the **SPECIAL WHITE** Re-application Form.
- Any re-application may be rejected in whole or in part. We and the Sole Global Coordinator may in their absolute discretion accept or reject any re-application in whole or in part without providing reasons.
- We may accept a Single Board Lot Applicant's offer to purchase (if their reapplication is received, valid, processed and not rejected) by announcing the basis of final allocations and/or making available the final results of allocations publicly.
- If we accept a Single Board Lot Applicant's offer to purchase, there will be a binding contract under which the Single Board Lot Applicant will be required to purchase the Hong Kong Offer Shares in respect of which their offer has been accepted if the conditions of the Global Offering are satisfied and the Global Offering is not otherwise terminated. Further details are set out in the section headed "Structure of the Global Offering" in the Prospectus as amended by this Supplemental Prospectus.
- Single Board Lot Applicants will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of their re-application. This does not affect any other right Single Board Lot Applicants may have.

Details of the circumstances in which Single Board Lot Applicants will not be allocated Hong Kong Offer Shares re-applied for are set out in the notes attached to the **SPECIAL WHITE** Re-application Form and Single Board Lot Applicants should read them carefully.

If Single Board Lot Applicants do not receive any Hong Kong Offer Shares re-applied for any reason, we will refund their 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. All interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the benefit of our Company. Refund cheques in respect of Hong Kong Offer Shares re-applied for are expected to be despatched on Wednesday, July 9, 2014. We intend to make special efforts to avoid undue delays in refunding money.

Part of the Single Board Lot Applicant's Hong Kong identity card number/passport number, or, if they are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by them may be printed on their refund cheque, if any. Such data will be used for checking the validity of the **SPECIAL WHITE** Re-application Form and such data may also be transferred to a third party for such purpose and refund purpose. The Single Board Lot Applicant's banker may require verification of their Hong Kong identity card number/passport number before encashment of their refund cheque. Inaccurate completion of the Single Board Lot Applicant's Hong Kong identity card number/passport number may lead to delay in encashment of or may invalidate their refund cheque.

Reallocation of Hong Kong Offer Shares and Reserved Shares for which valid confirmations or re-applications are not received

Hong Kong Offer Shares and Reserved Shares in respect of which valid or confirmations or re-applications (in the case of Single Board Lot Applicants) are not received may be reallocated to investors under the International Offering and will not be re-offered under the Hong Kong Public Offering or the Preferential Offering.

ADDRESS OF THE SOLE GLOBAL COORDINATOR

BOCOM International Securities Limited

9th Floor, Man Yee Building
68 Des Voeux Road Central
Hong Kong

RELEVANT BRANCHES OF THE RECEIVING BANK

Any of the following branches of the receiving bank for the Hong Kong Public Offering:

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch Name	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
Kowloon	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road, Tsimshatsui
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Shatin Sub-Branch	Shop No.193, Level 3, Lucky Plaza, Shatin

CERTIFICATES OF EXEMPTION GRANTED IN RESPECT OF THIS SUPPLEMENTAL PROSPECTUS

Section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Our Company has obtained from the SFC a certificate of exemption from strict compliance under section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the opening of the subscription lists for the allotment of the Shares following the issue of the Prospectus as amended by this Supplemental Prospectus. The certificate of exemption is granted on the grounds that strict compliance with the requirement under section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome as the Listing timetable will be further delayed. Furthermore, the rights of the Eligible Applicants and the parties who are interested in the Hong Kong Public Offering and/or the Preferential Offering will not be prejudiced given that (i) the Eligible Applicants will be granted an opportunity to confirm whether or not to proceed with their applications for Hong Kong Offer Shares and/

or Reserved Shares or to re-apply for the Hong Kong Offer Shares after considering the additional information in this Supplemental Prospectus; (ii) a copy of the announcement referred to in item (3) under the section headed “Revised Timetable of the Global Offering” in this Supplemental Prospectus regarding: this Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Forms will be available to all the Eligible Applicants to inform them of the arrangements under which they may confirm their applications for Hong Kong Offer Shares and/or Reserved Shares or re-apply for Hong Kong Offer Shares; and (iii) this Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Forms will be available at the website of each of the Stock Exchange (www.hkexnews.hk) and our Company (www.chinanewcity.com.cn). Copies of the Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Form may also be obtained at the office of the Sole Global Coordinator, the relevant branches of the receiving bank and Customer Service Centre of HKSCC from 9:00 a.m. to 5:00 p.m. on June 30, 2014, July 2, 2014 and July 3, 2014

Our Directors confirmed that they have also considered the materiality of the amendments made in this Supplemental Prospectus and have concluded that these amendments are not sufficiently material so as to justify extension or delay of the offer period, nor are they likely to affect the decisions of a reasonable prospective investor in making an investment decision in respect of the Hong Kong Offer Shares and/or the Reserved Shares.

Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance)

We have also obtained from the SFC a certificate of exemption from strict compliance under section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) in respect of the contents of this Supplemental Prospectus. The certificate of exemption is granted on the grounds that strict compliance with the requirements under section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unnecessary and unduly burdensome to our Company in relation to the issue of this Supplemental Prospectus as (i) there is no change to the information relating to section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance other than the information required under paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance incidental to the Final Offer Price, board lot size and Listing timetable, which are set out in this Supplemental Prospectus; (ii) such information is contained in the Prospectus in conjunction with which this Supplemental Prospectus is to be read, and this Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Form will be made available at the website of each of the Stock Exchange (www.hkexnews.hk) and our Company (www.chinanewcity.com.cn). Copies of the Supplemental Prospectus, the Confirmation Forms and the **SPECIAL WHITE** Re-application Form may also be obtained at the office of the Sole Global Coordinator, the relevant branches of the receiving bank and the Customer Service Centre of HKSCC from 9:00 a.m. to 5:00 p.m. on June 30, 2014, July 2, 2014 and July 3, 2014; (iii) all the Eligible Applicants will be granted an opportunity to confirm whether or not to proceed with their applications for Hong Kong Offer Shares and/or Reserved Shares or re-apply for the Hong Kong Offer Shares after considering the additional information contained in this Supplemental Prospectus; and (iv) the inclusion of the requisite information as required under section 342(1) of the Companies (Winding Up

and Miscellaneous Provisions) Ordinance would require additional works to be undertaken by us and the professional parties involved in the Global Offering which will inevitably cause further delay to the Listing timetable.

NO SIGNIFICANT CHANGE AND NO SIGNIFICANT NEW MATTER

Save as disclosed, there has been no significant change and no significant new matter that has arisen since the publication of the Prospectus dated June 17, 2014 and up to the date of this Supplemental Prospectus. Since June 17, 2014 and up to the date of this Supplemental Prospectus, save as disclosed in the section headed “Summary – Recent Developments” on pages 14 and 15 of the Prospectus and the section headed “Financial Information – No Material Adverse Change” on page 509 of the Prospectus, there has been no material adverse change in the financial or trading position or prospects of the Company.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection by the public at the office of Chiu & Partners at 40/F., Jardine House, 1 Connaught Place, Central, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this Supplemental Prospectus along with the documents set out under the paragraph headed “Documents delivered to the Registrar of Companies in Hong Kong and available for inspection – B. Documents available for inspection” in Appendix VI to the Prospectus and as supplemented and amended by this Supplemental Prospectus:

- (a) the letter prepared by Ernst & Young on unaudited pro forma financial information, the text of which is set out in Appendix I to this Supplemental Prospectus;
- (b) the additional material contracts referred to in the paragraph entitled “Amendments to the Prospectus – Statutory and General Information” in this Supplemental Prospectus; and
- (c) the written consents of BOCOM International (Asia) Limited and Ernst & Young in relation to the issue of this Supplemental Prospectus with the inclusion of their opinion and/or letter (as the case may be) and the references to their names or summaries of opinions included in this Supplemental Prospectus in the form and context in which they respectively appear.

By order of the Board
China New City Commercial Development Limited
中國新城市商業發展有限公司
Shi Kancheng
Chairman

This Supplemental Prospectus, for which the Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, (i) the information contained in this Supplemental Prospectus 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 document misleading, and (ii) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date of this Supplemental Prospectus, the Board of Directors of the Company comprises Ms. Jin Ni, Mr. Li Chu and Ms. Tang Yiyan, as executive Directors; Mr. Shi Kancheng (alias Shi Zhongan), as non-executive Director; Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, as independent non-executive Directors

*This Supplemental Prospectus is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, on state of the United States and District of Columbia). The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933 (as amended) (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company does not intend to register its securities under the U.S. Securities Act or to engage in a public offering of its securities in the United States.*

APPENDIX I – UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set forth in this Appendix does not form part of the accountants' report prepared by Ernst & Young, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to the Prospectus, and is included herein for illustrative purposes only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in the Prospectus and the accountants' report set forth in Appendix I to the Prospectus.

The following unaudited pro forma financial information prepared in accordance with paragraph 29 of Chapter 4 of the Listing Rules is for illustrative purpose only, and is set out herein to provide the prospective investors with further financial information about how the proposed listing might have affected the combined net tangible assets of the Group after the completion of the Global Offering.

The accompanying unaudited pro forma financial information of the Group is based on currently available information along with a number of assumptions, estimates and uncertainties. As a result of these assumptions, estimates and uncertainties, the accompanying unaudited pro forma financial information of the Group does not purport to predict the Group's future financial position and results.

Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a true picture of the Group's financial position.

A. UNAUDITED PRO FORMA ADJUSTED COMBINED NET TANGIBLE ASSETS

Our unaudited pro forma adjusted combined net tangible assets has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Global Offering as if it had taken place on December 31, 2013. It has been prepared for illustrative purpose only and, because of its hypothetical nature, may not give a true and fair picture of our financial position.

Combined net tangible assets attributable to owners of the Company as of December 31, 2013 RMB'000 (Note 1)	Estimated net proceeds from the Global Offering RMB'000 (Note 2)	Unaudited pro forma adjusted combined net tangible assets RMB'000 (Note 3)	Unaudited pro forma adjusted combined net tangible assets per Share RMB (Note 3)	Unaudited pro forma adjusted combined net tangible assets per Share (HK\$ equivalent) (Note 4)
Based on the Final Offer Price of HK\$1.30 per Share	2,326,407	437,810	2,764,217	1.59
				2.00

Notes:

1. The combined net tangible assets attributable to owners of the Company as of December 31, 2013 is arrived at after deducting nil intangible assets from the audited combined equity attributable to owners of the Company of RMB2,326,407 as of December 31, 2013, as shown in the Accountants' Report, the text of which is set out in Appendix I to the Prospectus.
2. The estimated net proceeds from the Global Offering are based on the Final Offer Price of HK\$1.30 per Share after deduction of the underwriting fees and other related expenses payable by our Company and takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
3. The unaudited pro forma adjusted combined net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 1,738,000,000 Shares are in issue assuming that the Global Offering has been completed on December 31, 2013 and the Final Offer Price of HK\$1.30 per Share excluding Shares which may be issued upon the exercise of the Over-allotment Option.
4. The unaudited pro forma adjusted combined net tangible assets per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.79486.
5. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to December 31, 2013.

B. LETTER FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, received from the reporting accountants of the Company, Ernst & Young, prepared for inclusion in this supplemental prospectus, in respect of the Group's unaudited pro forma financial information.



22/F CITIC Tower,
1 Tim Mei Avenue,
Central, Hong Kong

30 June 2014

The Directors

China New City Commercial Development Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of China New City Commercial Development Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the pro forma combined net tangible assets as at December 31, 2013, and related notes as set out on pages I-1 to I-2 of the supplemental prospectus of the Company dated 30 June 2014 (the "Supplemental Prospectus") issued by the Company (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in note A.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group's financial position as at December 31, 2013 as if the transaction had taken place at December 31, 2013. As part of this process, information about the Group's financial position, has been extracted by the Directors from the Group's financial statements for the period ended December 31, 2013, on which an accountant's report has been published.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountant's responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have

compiled the Pro Forma Financial Information, in accordance with paragraph 4.29 of the Listing Rules and with reference to AG7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information included in the Supplemental Prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

This report supersedes our previous report dated 17 June 2014 in respect of the unaudited pro forma financial information of the Group as set out in Appendix II to the prospectus of the Company dated 17 June 2014.

Yours faithfully,
Ernst & Young
Certified Public Accountants
Hong Kong