



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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (“EGM”)

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____
shares of HK\$0.10 each in the capital of China New City Commercial Development Limited (“Company”) **HEREBY APPOINT** ^(note c) _____
of _____

or, failing him/her, the Chairman of the EGM, to act as my/our proxy to attend for me/us at the EGM to be held at 11:00 a.m. on Wednesday, 24 March 2021 at Crystal Hall, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, The People’s Republic of China or at any adjournment thereof for the purpose of considering and, if through fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS ^(note d) | FOR ^(note e) | AGAINST ^(note e) |
|----|--|-------------------------|-----------------------------|
| 1. | To approve the Amended Non-Compete Undertakings (as defined and described in the circular to the shareholders of the Company dated 5 March 2021) and the transactions contemplated thereunder and to authorise the directors of the Company to sign and execute all such documents, deed or instruments and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Amended Non-Compete Undertakings and completing the transactions contemplated thereby. # | | |
| 2. | To approve the Sale and Purchase Agreements (as defined and described in the circular to the shareholders of the Company dated 5 March 2021) and the transactions contemplated thereunder and to authorise the directors of the Company to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Sale and Purchase Agreements and transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the Sale and Purchase Agreements and the transactions contemplated thereunder upon such terms and conditions as the board of directors of the Company may think fit. # | | |

Please refer to the Notice for full text of resolution

Dated this _____ day of _____, 2021

Shareholder’s signature _____ ^(notes f, g, h, i, j)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. In the case of joint registered holders, the names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company (the “Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions appears in the notice of the EGM incorporated in the circular of the Company dated 5 March 2021.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE INDICATE WITH A TICK (“√”) THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PUT A TICK (“√”) IN THE BOXES MARKED “AGAINST”.** In absence of any such indication, your proxy may vote for or against any of the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the EGM other than that referred to in the notice convening the EGM.
- Where there are joint registered holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time fixed for holding the EGM (i.e. at or before 11:00 a.m. on 22 March 2021 (Hong Kong time)), or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
- References to time and dates in this proxy form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

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