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NEW CITY DEVELOPMENT GROUP LIMITED
新城市建設發展集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0456)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of New City Development Group Limited (the “**Company**”) will be held at 10:30 a.m. on Thursday, 31 December 2015 at Unit D, 17/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement dated 30 October 2015 (the “**Agreement**”) entered into between Faith Grand Investments Limited as vendor (the “**Vendor**”) and Ultimate Perfect Limited, a wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”), pursuant to which, among other things, the Vendor shall sell and the Purchaser shall acquire the entire issued share capital of Faith Onward (Hong Kong) Investments Limited# (信誠(香港)投資有限公司) at a total consideration of HK\$68,000,000, (a copy of the Agreement has been produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification), and all the transactions contemplated thereby, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement or any transactions contemplated thereby.”

Yours faithfully,

By order of the Board

New City Development Group Limited

Han Junran

Chairman

Hong Kong, 14 December 2015

Notes:

1. Any member of the Company (“**Member**”) entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Member.
2. The form of 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 its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney must be lodged at the Company’s Hong Kong branch share registrar, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint Members, any one of such joint Members 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 Members are present at the EGM, whether in person or by proxy, the joint registered Member present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other joint Members.

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Han Junran (Chairman), Mr. Fu Yiu Kwong and Mr. Luo Min and (ii) four independent non-executive Directors, namely Mr. Chan Yiu Tung, Anthony, Mr. Seto Man Fai, Mr. Zheng Qing and Dr. Ouyang Qingru.