

NEW CITY (CHINA) DEVELOPMENT LIMITED

新城市（中國）建設有限公司

（於開曼群島註冊成立之有限公司）

（股份代號：0456）

Procedures for Shareholders to Propose a Person for Election as a Director

(Published in May 2012)

The bye-law 88 of the Bye-laws of New City (China) Development Limited (the “Company”) provides that:

“ No person other than a Director retiring at the meeting shall, unless recommended by the Director for election, be eligible for election as a Director at any general meeting, unless notice in writing by a Member of the Company (not being the person to be proposed) of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Office or at the head office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such notices(s) shall commence no earlier than the date after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

Accordingly, if a Member of the Company wishes to propose a person, other than a retiring director of the Company, for election as a Director at a general meeting, the following documents must be duly lodged at the office or at the head office of the Company for the attention of the Company Secretary of the Company:

- (i) a written notice of his/her intention to propose such a resolution in the general meeting, duly signed by the Member with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company’s branch share registrar according to its records;
- (ii) a written notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (a) such information of that candidate as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, together with contact details of the candidate; and (b) the candidate’s written consent to the publication of his/her personal information as referred in (ii)(a); and
- (iii) The above written notices should be given within the period commencing on the day after dispatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting and such period shall be at least seven (7) days.