



新世界百貨中國有限公司

New World Department Store China Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 825)

**Proxy form for use at the annual general meeting
to be held on Tuesday, 20 November 2012**

Capitalised terms shall have the same meanings as those defined in the circular of **New World Department Store China Limited** (the “**Company**”) dated 19 October 2012.

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of the Company, hereby appoint the Chairman of the meeting or ^(Notes 3 & 4) _____
of _____

as my/our proxy to vote for me/us on my/our behalf as directed below at the annual general meeting (the “**Meeting**”) (or at any adjournment thereof) of the Company to be held at Meeting Room N101A (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 20 November 2012 at 11:00 am and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Resolutions ^(Note 7)		For ^(Note 5)	Against ^(Note 5)
1.	To receive and consider the audited financial statements for the year ended 30 June 2012 together with the Report of the Directors and the Independent Auditor’s Report.		
2.	To declare a final dividend of HK\$0.082 per share for the year ended 30 June 2012.		
3.	(a) To re-elect Mr. Cheung Fai-yet, Philip as a Director.		
	(b) To re-elect Mr. Wong Kwok-kan, Kenneth as a Director.		
	(c) To re-elect Ms. Ngan Man-ying, Lynda as a Director.		
	(d) To re-elect Mr. Chan Yiu-tong, Ivan as a Director.		
	(e) To authorise the board of Directors to fix the remuneration of Directors.		
4.	To re-appoint PricewaterhouseCoopers as Auditor and authorise the board of Directors to fix their remuneration.		
5.	(1) To approve a general mandate to the Directors to issue shares not exceeding 20% of the existing issued share capital of the Company.		
	(2) To approve a general mandate to the Directors to repurchase shares not exceeding 10% of the existing issued share capital of the Company.		
	(3) To extend the general mandate to issue shares granted to the Directors pursuant to resolution no. 5.(1) above.		

Dated: _____ 2012 Shareholder’s signature(s) ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “X” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney or other person duly authorised.
- The full text of the resolutions are set out in the notice of the Meeting contained in the circular of the Company dated 19 October 2012 which is sent to the Shareholders together with this proxy form.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of this proxy form shall not preclude from attending and voting in person if you so wish.
- The resolutions will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.