



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 extraordinary general meeting
to be held on Thursday, 28 March 2013

Capitalized terms shall have the same meanings as those defined in the circular of **New World Department Store China Limited** (the “Company”) dated 6 March 2013.

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 and 4) _____
of _____

as my/our proxy to vote for me/us on my/our behalf as directed below at the EGM (or at any adjournment thereof) of the Company to be held at Meeting Room N101B (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 28 March 2013 at 2:30 p.m. 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.

	ORDINARY RESOLUTION ^(Note 7)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and approve the Cooperation Agreement and the Cooperation, and to authorize the Directors to execute all such documents and do all such acts incidental thereto.		

Dated: _____ 2013 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 EGM 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 THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “✓” 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 EGM other than that referred to in the notice convening the EGM.
- This proxy form must be signed by you or your attorney duly authorized 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 authorized.
- The full text of the ordinary resolution is set out in the notice of the EGM contained in the circular of the Company dated 6 March 2013 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 EGM, 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 EGM 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 EGM 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 ordinary resolution will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.