



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)

FORM OF PROXY

Number of shares to which this proxy form relates ^(Note 1)	
---	--

Capitalised terms shall have the same meanings as those defined in the circular of **New World Department Store China Limited** (the “Company”) dated 29 April 2014.

I/We,^(Note 2) _____
of _____
being the registered holder(s) of^(Note 3) _____ ordinary shares of HK\$0.10 each in the capital of the Company, hereby appoint^(Note 4) the Chairman of the meeting or^(Note 5) _____
of _____
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at Meeting Room S421, Level 4, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Friday, 16 May 2014 at 11:00 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an “✓” in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

Ordinary Resolution ^(Note 7)		For ^(Note 6)	Against ^(Note 6)
1.	To consider and approve a special dividend of HK\$0.20 per Share.		

Dated: _____ 2014 Shareholder’s signature(s)^(Note 8): _____

Notes:

- If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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).
- 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.
- 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.
- 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 “✓” 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 those referred to in the notice convening the EGM.
- The full text of the resolution is set out in the notice of the EGM contained in the circular of the Company dated 29 April 2014 which is sent to the Shareholders together with this proxy form.
- 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.
- 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 agent of the Company, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, 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 resolution will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.