



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 Monday, 23 June 2014

Capitalized terms shall have the same meanings as those defined in the circular of New World Department Store China Limited (the "Company") dated 8 May 2014.

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of HK\$0.10 each in the capital of the Company, hereby appoint the Chairman of the meeting  
or <sup>(Notes 3 and 4)</sup> \_\_\_\_\_  
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 S226-7, Level 2, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 23 June 2014 at 11:00 a.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 RESOLUTIONS <sup>(Note 7)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve the Master Leasing Agreement, the Leasing Transactions and the Leasing Annual Caps, and to authorize the Director(s) to execute all such documents and do all such acts incidental thereto.		
2.	To consider and approve the Master Sales Agreement, the Sales Transactions and the Sales Annual Caps, and to authorize the Director(s) to execute all such documents and do all such acts incidental thereto.		
3.	To consider and approve the renewal of the Master Concessionaire Counter Agreement, the Concessionaire Transactions and the Concessionaire Annual Caps, and to authorize the Director(s) to execute all such documents and do all such acts incidental thereto.		

Dated: \_\_\_\_\_ 2014 Shareholder's signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

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 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.
- 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 resolutions are set out in the notice of the EGM contained in the circular of the Company dated 8 May 2014 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 branch share registrar and transfer agent of the Company in Hong Kong at 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 will not preclude from attending and voting in person if you so wish.
- The ordinary resolutions will be determined by way of a poll.
- Any alterations made in this form should be initialled by the person who signs it.