



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 (the “Meeting”) to be held on Monday, 26 June 2023

Capitalised terms shall have the same meanings as those defined in the circular of New World Department Store China Limited (the “Company”) dated 2 June 2023.

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 _____ (address) as my/our proxy to vote for me/us on my/our behalf as directed below at the Meeting (or at any adjournment thereof) of the Company to be held at Meeting Room N101A, Level 1, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (Expo Drive Entrance) on Monday, 26 June 2023 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 ^(Note 7)	For ^(Note 5)	Against ^(Note 5)
1.	To consider and approve the renewal of the Master Concessionaire Counter Agreement, the Concessionaire Transactions and the New Concessionaire Counter Annual Caps, and to authorise any one Director, or any two Directors if the affixation of the common seal is necessary, for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the renewal of the Master Concessionaire Counter Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.		
2.	To consider and approve the entering into of the 2023 Master Leasing Agreement, the Leasing Transactions and the New Leasing Annual Caps, and to authorise any one Director, or any two Directors if the affixation of the common seal is necessary, for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the entering into of the 2023 Master Leasing Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.		
3.	To consider and approve the entering into of the 2023 Master Services Agreement, the Services Transactions and the New Services Annual Caps, and to authorise any one Director, or any two Directors if the affixation of the common seal is necessary, for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the entering into of the 2023 Master Services Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.		
4.	To approve and adopt the rules of the New Share Option Scheme, and to authorise the Directors to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation to grant option and to allot, issue and deal with shares pursuant to the exercise of any options granted thereunder.		

Dated: _____ 2023 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 your proxy (except when the chairman of the Meeting is appointed as proxy) wishes to attend the Meeting and vote online, you must provide a valid email address of your proxy to the Company’s branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited, by calling its hotline at (852) 2975 0928 by 5:00 p.m. on 20 June 2023 for the necessary arrangements. If no email address is provided, your proxy cannot attend the Meeting and vote online. The email address so provided will be used by Tricor Investor Services Limited for providing the login details for attending and voting at the Meeting via Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on 24 June 2023, you should contact Tricor Investor Services Limited, hotline at (852) 2975 0928 for the necessary arrangements.
- 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 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 2 June 2023 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 branch share registrar and transfer agent of the Company in Hong Kong at Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before (i.e. on or before 11:00 a.m. on Saturday, 24 June 2023) the time appointed for holding the Meeting or any adjournment thereof. Completion and return of this proxy form shall not preclude you from attending and voting in person (whether physically or online) if you so wish, but in the event of your attending and voting at the Meeting (whether physically or online) after having lodged this proxy form, this proxy form will be deemed to have been revoked.
- In addition to the physical submission of the proxy form, the Shareholders have the option to submit their proxy appointment electronically through the Tricor e-Meeting System from 2 June 2023 up to 11:00 a.m. on 24 June 2023. Please refer to the circular of the Company dated 2 June 2023 for details.
- 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its branch share registrar and transfer agent in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited (at the address stated in note 9 above).