



新世界發展有限公司

New World Development Company Limited

(incorporated in Hong Kong with limited liability)

(Stock Code: 0017)

**EXTRAORDINARY GENERAL MEETING
PROXY FORM**

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of New World Development Company Limited (the “Company”) to be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 20 July 2010 at 11:30 a.m. (or any adjournment thereof)

I/We, ⁽¹⁾ _____
of _____

being the registered holder(s) of ⁽²⁾ _____ ordinary shares of HK\$1.00 each in the capital of the Company,
HEREBY APPOINT the chairman of the Meeting or ⁽³⁾ _____

of _____

or failing him, _____

of _____

as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) to be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 20 July 2010 at 11:30 a.m., for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
To consider and approve the Disposal (as defined in the circular of the Company dated 2 July 2010 (the “Circular”)) pursuant to the terms and conditions of the SP Agreements (as defined in the Circular) and all the transactions contemplated thereunder. ⁽⁵⁾		

Dated _____ 2010 Shareholder’s signature ⁽⁶⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS. In the case of joint registered holders, the names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman is preferred, strike out “the chairman of the Meeting or” and insert the name and address of the desired proxy in the space provided. ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- (4) If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- (5) The full text of the resolution appears in the notice of the Meeting incorporated in the Circular.
- (6) This form of proxy must be signed by the member or his attorney duly authorised in writing, or, if the appointor is a corporation, it must be executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (7) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote on his behalf. A proxy need not be a member. In the case of joint registered holders, if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (8) In order to be valid, this form of proxy must be completed and deposited with the Company’s share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the proxy will not preclude any member from attending and voting in person at the Meeting (or any adjournment thereof). In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.