



新世界發展有限公司
New World Development Company Limited
 (incorporated in Hong Kong with limited liability)
 (Stock Code: 0017)

**Proxy Form for use at the Extraordinary General Meeting
 (or at any adjournment thereof)**

I/We^(note 1) _____
 of _____
 being the registered holder(s) of ^(note 2) _____
 issued shares of New World Development Company Limited (新世界發展有限公司) (the “Company”), HEREBY
 APPOINT the Chairman of the meeting or ^(note 3) _____
 of _____
 as my/our proxy to act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the
 Company to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre,
 1 Expo Drive, Wanchai, Hong Kong on Monday, 16 June 2014 at 10:30 a.m. and at such meeting (or at any
 adjournment thereof) to vote for me/us and in my/our name(s) in respect of the following resolution as hereunder
 indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To consider and approve the Proposal and the Rule 13 Offer (each as defined in the notice convening the meeting) and matters relating to the implementation thereof ^(note 5)		

Dated: _____ 2014 Shareholder's signature^(note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- 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).
- 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. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (✓) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (✓) IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- The full text of the resolution appears in the notice of the meeting incorporated in the circular of the Company dated 19 May 2014.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this proxy form, 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, must be deposited at the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof as the case may be).
- 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 the joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and speak and, on a poll, vote instead of him at the meeting, and separate proxies may be appointed by a member to represent the respective number of shares held by him as specified in the proxy form. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting (or any adjournment thereof) if you so wish and in such event, this proxy form will be deemed to be revoked.