



新創建 NWS

新創建集團有限公司* NWS HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)
(stock code: 659)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting of NWS Holdings Limited (the “Company”) to be held at Meeting Room S423-S424 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 20 July 2010 at 10:30 a.m. (the “Meeting”) (or at any adjournment thereof)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$1.00 each in the capital of the Company,

HEREBY APPOINT _____
of _____

or failing him, the chairman of the Meeting ⁽³⁾, as my/our proxy to attend on my/our behalf at the Meeting (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us on my/our behalf in respect of the resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ⁽⁴⁾	FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
To consider and approve the Disposal (as defined in the Circular) pursuant to the terms and conditions of the SP Agreements (as defined in the Circular) and all the transactions contemplated thereunder.		

Dated this _____ day of _____ 2010 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 proxy form 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- (4) The full text of the resolution appears in the notice of the Meeting incorporated in the circular of the Company dated 2 July 2010 (the “Circular”).
- (5) 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.
- (6) This proxy form 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 of the Company. In the case of joint registered holders, if more than one of such joint registered holders be present, either 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 proxy form must be completed and deposited with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F., 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 certified copy thereof, not less than 48 hours before the time appointed for holding of the Meeting (or any adjournment thereof). Completion and return of the proxy form 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 proxy form, the proxy form will be deemed to have been revoked.

* For identification purposes only