



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

Proxy form for use by shareholders at the special general meeting (the “Meeting”) of NWS Holdings Limited (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 Thursday, 22 May 2014 at 10:30 a.m. (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 ⁽³⁾ _____
of _____

or failing him, the Chairman of the Meeting, as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 22 May 2014 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS ⁽⁵⁾ | | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|-------------------------------------|--|--------------------|------------------------|
| 1. | To consider and approve the Revised Annual Cap for the financial year ending 30 June 2014 in respect of the Continuing Connected Transactions under the Existing NWD Master Services Agreement. | | |
| 2. | To consider and approve the Continuing Connected Transactions contemplated under the New CTF Enterprises Master Services Agreement and the proposed Annual Caps for the three financial years ending 30 June 2017. | | |
| 3. | To consider and approve the Continuing Connected Transactions contemplated under the New NWD Master Services Agreement and the proposed Annual Caps for the three financial years ending 30 June 2017. | | |
| 4. | To consider and approve the Continuing Connected Transactions contemplated under the New DOO Master Services Agreement and the proposed Annual Caps for the three financial years ending 30 June 2017. | | |

Dated _____ 2014 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 proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION SET OUT ABOVE, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** Failure to do so 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 those referred to in the notice convening the Meeting.
- (5) The full text of the resolutions appear in the notice of the Meeting incorporated in the circular of the Company dated 5 May 2014.
- (6) This proxy form must be signed by the member or his attorney duly authorized in writing, or, if the appointor is a corporation, it must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same. The signature must match the records maintained by the Company’s branch share registrar in Hong Kong.
- (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 proxy form must be completed and deposited with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 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 of that power or authority, not less than 48 hours before the time appointed for holding the Meeting (or at 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 at 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