NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

FORM OF PROXY

Form of proxy for use by shareholders of Neway Group Holdings Limited (the "Company") at the special general meeting (the "SGM") to be held at 11:00 a.m. (and immediately after the special general meeting of the Company convened to be held on the same day shall have been concluded or adjourned) on Thursday, 13 February 2014 at Camomile Room, Lower Level II, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong and any adjournment thereof.

I/We *(note a)* ____

of ____

being the registered holder(s) of *(note b)* ______________________________ shares of HK$0.05 each ("**Shares**") in the share capital of the Company HEREBY APPOINT the Chairman of the SGM,

or ____ *(notes c and h)*

of ____

as my/our proxy to attend and act for me/us at the SGM and at any adjournment thereof and to vote on my/our behalf in respect of the resolution set out in the notice convening the SGM as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate box to indicate how you wish your vote in respect of the resolution to be cast *(note d)*.

Ordinary Resolution	For *(note d)*	Against *(note d)*
To adopt the Share Option Scheme of the Company (as defined in the circular of the Company dated 24 January 2014) *(note e)*		

Shareholder's signature: ______________________________ *(notes f, g and i)*

Dated this ______________ day of ______________ 2014

Notes:

a. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.

b. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).

c. A proxy need not be a member of the Company. If you wish to appoint some person(s) other than the Chairman of the SGM as your proxy, please delete the words "the Chairman of the SGM, or" and insert the name and address of the person appointed as proxy in the space provided.

d. 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 this form is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than that set out in the notice convening the SGM.

e. The full text of the resolution is set out in the notice of the SGM dated 24 January 2014.

f. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the SGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

g. This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

h. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

i. Any alteration made to this form of proxy should be initialled by the person who signs it.

* *For identification purpose only*