# 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 the shareholders of Neway Group Holdings Limited ("Company") at the special general meeting of the Company ("SGM") to be held at 11:00 a.m. on Monday, 19 December 2016 at 5/F Chung Tai Printing Group Building, 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong and any adjournment thereof.**

I/We *(note a)* ______________________________________________

of ______________________________________________

being the registered holder(s) of *(note b)* ______________________________ shares of HK$0.01 each ("**Shares**") in the share capital of the Company HEREBY APPOINT the Chairman of the SGM,

or ______________________________________________ *(note c)*

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 *(Note e)* | For | Against |
|---|---|---|
| To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company up to 20% of the aggregate number of issued shares of the Company as at the date of passing the resolution | | |

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

Dated this ______________ day of ______________ 2016

*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 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 November 2016.

f. In the case of joint holders, 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, the joint holder 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 of the resolution.

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, attorney or other person authorised to sign the same.

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 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 Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, 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*