



# NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

## PROXY FORM FOR THE 2010 ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of HK\$0.005 each in the share capital of the Company HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting, to attend for me/us as my/our proxy at the 2010 annual general meeting of the Company to be held at Camomile Room, Lower Level II, Kowloon Shangri-La, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 18 August, 2010 at 2:30 p.m. and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>:

RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1. To adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 March, 2010.		
2. To declare a final dividend of HK0.08 cent per Share.		
3. A. To re-elect Mr. SUEK Ka Lun, Ernie as director.		
B. To re-elect Mr. CHAN Kwing Choi, Warren as director.		
C. To re-elect Mr. WONG Sun Fat as director.		
D. To elect Mr. CHENG Chee Juen, Patrick as director.		
4. To authorise the board of directors to fix the remuneration of the directors.		
5. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration.		
<b>As Special Businesses</b>		
6. A. To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		
B. To grant a general mandate to the directors to issue, allot and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
C. To extend the general mandate granted to the directors to issue shares by adding the number of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day \_\_\_\_\_, 2010

Signature(s) \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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 in the share capital of 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 OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK IN 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 amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be under its common seal or the hand of an officer duly authorised on its behalf.
6. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. 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 registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding of the meeting or the adjourned meeting, as the case may be.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only