



New World China Land Limited

新世界中國地產有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 917)

Extraordinary General Meeting Form of Proxy

Form of proxy for use by shareholders of New World China Land Limited (the “Company”) at its extraordinary general meeting (the “Meeting”) to be held at Meeting Room N201 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong at 12:15 p.m. on Wednesday, 17 February 2016 (or any adjournment thereof).

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 19 January 2016.

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ ordinary shares of HK\$0.10 each
in the capital of the Company, hereby appoint the chairman of the Meeting or ³ _____
of _____
or failing him, _____
of _____
as my/our proxy to act for me/us at the Meeting (or any adjournment thereof) and at such Meeting (or any adjournment thereof) to
vote for me/us and in my/our name(s) in respect of the following resolutions as indicated below.

| ORDINARY RESOLUTIONS | FOR ⁴ | AGAINST ⁴ |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|
| 1. To approve, ratify and confirm the Guiyang SP Agreement and the transactions contemplated thereunder and to authorise the Director(s) to execute all such documents and do all such acts incidental thereto. ⁵ | | |
| 2. To approve, ratify and confirm the Chengdu SP Agreement and the transactions contemplated thereunder and to authorise the Director(s) to execute all such documents and do all such acts incidental thereto. ⁵ | | |

Dated _____ 2016 Shareholder's signature ⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the name of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out the words “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.**
- If you wish to vote for a resolution, please tick (✓) in the box marked “For”. If you wish to vote against a resolution, please tick (✓) in the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of such resolution(s). A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- The full text of each of the resolutions appears in the notice of the Meeting dated 19 January 2016 incorporated in the circular of the Company dated 19 January 2016.
- This proxy form must be signed by the member or his attorney 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.
- A member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting (or any adjournment thereof). A proxy need not be a member of the Company.
- In the case of joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto. If more than one of such joint holders are present, personally or by proxy, at the Meeting, one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- In order to be valid, this proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong at 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 notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding 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 a member of the Company attends the Meeting (or any adjournment thereof) in person after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.