



# NEW TIMES GROUP HOLDINGS LIMITED

## 新時代集團控股有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 166)

### Proxy Form for Special General Meeting (and at any adjournment thereof) to be held on 18 March 2009 at 3:00 p.m.

I/We<sup>1</sup>, \_\_\_\_\_  
Of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of New Times Group Holdings Limited (the "Company") HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the chairman of the special general meeting of the Company to be held at Board Room, 7/F, Dynasty Club, South West Tower, Convention Plaza, One Harbour Road, Wanchai, Hong Kong on Wednesday, 18 March 2009 at 3:00 p.m. (and at any adjournment thereof, as the case may be) (the "SGM") as my/our proxy to attend and vote for me/us and on my/our behalf at the SGM for the purpose of passing the following resolutions as more particularly set out in the notice convening the SGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	Resolution	For <sup>4</sup>	Against <sup>4</sup>
1.	Re-election of Mr. Fung Siu To, Clement as independent non-executive director of the Company as set out in item 1 of the notice convening the SGM		
2.	To approve, and where applicable, ratify 2.1 the entry by the Company of the Acquisition Agreements and the terms and conditions thereof; 2.2 the acquisition of the Sale Interests; 2.3 the allotment and issue of the Consideration Shares; 2.4 the issue of the Convertible Note(s); 2.5 the allotment and issue by the Company of new Shares from time to time upon exercise of conversion rights under the Convertible Note(s); 2.6 the payment and the terms and conditions of the Contingent Consideration; 2.7 all other transactions contemplated under the Acquisition Agreements; and 2.8 the taking of all steps and doing of all things by the Company and its subsidiaries as the directors of the Company may in their absolute discretion deem necessary, desirable or expedient to implement, give effect to and/or complete the Acquisition Agreements and other transactions contemplated thereunder and the amendment of the terms of the Acquisition Agreements and the Convertible Notes as set out in item 2 of the notice convening the SGM.		

Signature(s)<sup>5 6 7 8</sup> \_\_\_\_\_

Date \_\_\_\_\_, 2009

Notes:

1. Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
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 capital of the Company registered in your name(s).
3. Please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the SGM will act as your proxy. A proxy need not be a member of the Company but must attend the SGM in person to represent you. **Any alternation made to this form of proxy must be initialed by the person who signs it.**
4. **Important: If you wish to vote for any of the resolution, please place a "✓" in the appropriate box marked "For". If you wish to vote against any of the resolution, please place a "✓" in the appropriate box marked "Against".** Failure to complete any or all the boxes will entitle your proxy to cast your 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 (that/those) referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. In 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 votes 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 of the Company.
7. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or at any adjournment thereof).
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purpose only