



新世界移動控股有限公司  
New World Mobile Holdings Limited

# NEW WORLD MOBILE HOLDINGS LIMITED

## 新世界移動控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 862)

### FORM OF PROXY FOR USE

#### AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$1.00 each in the capital of New World Mobile Holdings Limited (the “Company”) **HEREBY APPOINT** the chairman of the meeting or <sup>(note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at The Four Seasons Ballroom, 2/F, New World Renaissance Hotel, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 24 March 2006 at 11:00 a.m. in respect of the resolution set out in the notice convening the said meeting as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other business that may be properly come before the meeting.

ORDINARY RESOLUTION	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
To approve the entering into of the Merger Agreement and the transactions contemplated thereunder		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signature <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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 is preferred, please strike out “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at the meeting. Where a member of the Company is a recognised clearing house (or its nominee), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands.
- To be valid, this proxy form and (if required by the board of directors of the Company) the 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 delivered to the branch share registrars of the Company in Hong Kong, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company.
- Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that 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 in respect of the relevant joint holding.
- Any alterations made to this form of proxy must be initialled by the person who signs it.