

# NEW CLICKS HOLDINGS L I M I T E D



Reg. No. 1996/000645/06  
Share code: NCL • ISIN: ZAE000014585

## FORM OF PROXY

For use by certificated New Clicks shareholders and “own name” dematerialised New Clicks shareholders only, at the annual general meeting of shareholders of the company to be held on Tuesday, 27 January 2009 at 11:00 at the registered office of New Clicks Holdings Limited, corner Searle and Pontac Streets, Cape Town.

I/We (full names – in block letters) \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder of \_\_\_\_\_ ordinary shares (see note 1) in New Clicks Holdings Limited hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairman of the meeting, as my/our proxy to attend, speak and vote on my/our behalf, as indicated below, at the annual general meeting to be held on Tuesday, 27 January 2009 at 11:00 and at any adjournment thereof.

	Number of shares (one vote per ordinary share)		
	For	Against	Abstain
1. Ordinary resolution no. 1: Adoption of financial statements			
2. Ordinary resolution no. 2: Re-appointment of auditors			
3. Ordinary resolution no. 3: Re-election of Mr M Rosen as a director			
4. Ordinary resolution no. 4: Re-election of Mr DA Kneale as a director			
5. Ordinary resolution no. 5: Re-election of Mr MJ Harvey as a director			
6. Ordinary resolution no. 6: Re-election of Professor F Abrahams as a director			
7. Ordinary resolution no. 7: Re-election of Mr JA Bester as a director			
8. Ordinary resolution no. 8: Re-election of Mrs BD Engelbrecht as a director			
9. Ordinary resolution no. 9: Re-election of Mrs F Jakoet as a director			
10. Ordinary resolution no. 10: Approval of 2009 directors' fees			
11. Ordinary resolution no. 11: Directors' authority over unissued shares			
12. Ordinary resolution no. 12: Distributions by way of a reduction in share premium			
13. Special resolution no. 1: General authority to repurchase shares			

Unless otherwise instructed above, my/our proxy may vote as he/she deems fit.

Signed by me/us this \_\_\_\_\_ day of \_\_\_\_\_

Signature(s)



## Notes:

1. On a poll, a shareholder is entitled to one vote for every share held.
2. Any alteration or correction made on this form must be initialled by the signatory/ies.
3. This proxy form must be lodged with the company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) or at the registered office of the company, Cnr Searle and Pontac Streets, Cape Town, no later than 24 hours before the commencement of the meeting or posted to the company secretary at PO Box 5142, Cape Town 8000, to arrive no later than 24 hours before the commencement of the meeting (excluding Saturdays, Sundays and public holidays).
4. A proxy need not be a shareholder of the company.
5. If this proxy is signed under the power of attorney or on behalf of a company, such powers of authority, unless previously registered with the company, must accompany it.
6. If you are a dematerialised shareholder and are not an own name dematerialised shareholder and you are unable to attend the annual general meeting, you must contact your Central Securities Depository Participant ("CSDP") or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting in accordance with the mandate between yourself and the CSDP or broker, as the case may be. You should not complete the attached form of proxy. If your CSDP or broker does not obtain your voting instructions from you in respect of the annual general meeting, it will be obliged to act in terms of your mandate, or if your mandate is silent, to abstain from voting. The instruction must be provided within the time period required by your CSDP or broker, as the case may be.