



# CULTURECOM HOLDINGS LIMITED

## 文化傳信集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 343)

(Warrant Code: 2306)

### PROXY FORM

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of  
HK\$0.10 each in the capital of Culturecom Holdings Limited (the "Company"), hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the Annual General Meeting to act as my/our proxy <sup>(note 3)</sup> to attend and vote for me/us and on my/our behalf at the  
Annual General Meeting of the Company to be held on Tuesday, 24th August, 2004 at 10:30 a.m., at The Penthouse, Culturecom Centre, 47 Hung  
To Road, Kwun Tong, Kowloon, Hong Kong or any adjournment thereof and to vote for my/our behalf as indicated below.

Please indicate with a "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

	Resolutions	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To approve the Audited Financial Statements and the Reports of the Directors and the Auditors of the Company for the year ended 31st March, 2004.		
2.	To confirm, ratify and approve the payment of Directors' fee to Directors for the year ended 31st March, 2004.		
3.	A. To re-elect Mr. Chu Bong Foo as Director. B. To re-elect Mr. Henry Chang Manayan as Director.		
4.	To fix the maximum number of Directors at twenty, to authorise the Board of Directors to appoint additional Directors up to such maximum number and to fix the Directors' remuneration by the Board of Directors.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company at a fee to be agreed by the Directors.		
6.	To increase the authorised share capital.		
7.	To amend the Bye-laws of the Company as set out in resolution no. 7 in the Notice of the Annual General Meeting		
8.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
9.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
10.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the share capital of the Company by the number of shares repurchased by the Company.		
11.	To refresh the existing scheme mandate limit under the existing share option scheme of the Company up to 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2004

Shareholder's signature \_\_\_\_\_ <sup>(notes 5, 6, 7 and 8)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
  - 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).
  - A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "or failing him, the Chairman of the Annual General Meeting" and insert the name and address of the person appointed proxy in the space provided.
  - If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against".** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. 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.
  - In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
  - The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
  - 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 notarially certified copy of such power or authority must be deposited at the head office and principal place of business of the Company in Hong Kong at The Penthouse, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
  - Any alteration made to this form should be initialled by the person who signed the form.
- \* for identification purpose only