CULTURECOM HOLDINGS LIMITED

文 化 傳 信 集 團 有 限 公 司*

(incorporated in Bermuda with limited liability)
(Stock Code: 343)

Form of proxy for use by shareholders at the Special General Meeting to be held at The Penthouse, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 December 2007 at 11:00 a.m.

I/We *(note a)* _____

of _____

being the registered holder(s) of *(note b)* _____ ordinary shares of HK$0.10 each in the share capital of Culturecom Holdings Limited (the "**Company**"), hereby appoint _____ _____ of _____ or failing him, the Chairman of the meeting *(note c)* to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at The Penthouse, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 December 2007 at 11:00 a.m. (and at any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be casted *(note d)* on a poll.

	Ordinary Resolution	For	Against
1.	To approve, confirm and ratify the S&P Agreement dated 16 July 2007 entered into between Success Dynasty Limited, a wholly-owned subsidiary of the Company, as purchaser, Wealthy Concept Holdings Limited as vendor and Mr. Liao Chang Yuan as guarantor and the transactions contemplated thereunder, including but not limited the issue of the Consideration Shares		

Dated this _____ day of _____ 2007

Signature: _____ *(notes e, f and g)*

Notes:

a   Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.

b   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 share capital of the Company registered in your name(s).

c   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 meeting" and insert the name and address of the person appointed proxy in the space provided.

d   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 any of the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; 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.

e   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.

f   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.

g   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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.

h   Any alteration made to this form should be initialled by the person who signs the form.

* *For identification purpose only*