



# 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

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Culturecom Holdings Limited (the "Company") to be held at R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 30 April 2021 at 10:30 a.m. and at any adjournment thereof.

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.01 each in the capital of Company, HEREBY APPOINT \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the Meeting to act as my/our proxy (Note 3) to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held on Friday, 30 April 2021 at 10:30 a.m., at R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong and at 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 votes(s) to be cast on a poll.

Ordinary Resolution	For (Note 4)	Against (Note 4)
To confirm, approve and ratify the conditional subscription agreement (the "Subscription Agreement") entered into between the Company as issuer and Trinity Gate Limited as subscriber dated 1 March 2021 in respect of the subscription of an aggregate of 278,000,000 new shares of HK\$0.01 each in the share capital of the Company (the "Subscription Shares") at a price of HK\$0.15 each and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto).		
To grant a specific mandate to the directors of the Company (the "Directors") to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement; and		
To authorise any Director to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) as he may in his absolute discretion consider necessary, desirable or expedient to give effect to the Subscription Agreement and the implementation of all transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2021 Shareholder's signature \_\_\_\_\_ (Notes 5, 6, 7 and 8)

- Notes:
- Full name(s) and address (is) 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 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.
  - This 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 the power of attorney or other authority (if any) under which it is signed or a notarial 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 Suite 1502, 15/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, not less than 48 hours before the time of the meeting or any adjourned meeting.
  - Any alteration made to this form should be initiated by the person who signed this form.

\* For identification purpose only