



CHINA NATIONAL CULTURE GROUP LIMITED

中國國家文化產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 745)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”) TO BE HELD ON MONDAY, 18 SEPTEMBER 2023

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.04 each in the share capital of China National Culture Group Limited (the “Company”) hereby appoint ^(note 3) _____
of _____
or failing him _____
of _____
or failing him, the Chairman of the EGM to act as my/our proxy to attend and vote for me/us at the EGM to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 18 September 2023 at 11:00 a.m. and at any adjournment thereof as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>To consider and, if thought fit, to approve THAT</p> <p>(a) every ten (10) issued and unissued ordinary shares of par value HK\$0.04 each (the “Existing Shares”) in the share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.4 each (the “Consolidated Share(s)”) in the share capital of the Company; and every ten (10) issued and unissued non-voting convertible preference shares of par value HK\$0.14 each in the share capital of the Company be consolidated into one (1) non-voting convertible consolidated preference share of par value HK\$1.40 each (the “Consolidated Preference Share(s)”) in the share capital of the Company (the “Share Consolidation”); and</p> <p>(b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation.</p>		

Dated: _____ 2023

Shareholder’s Signature ^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of HK\$0.04 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “FOR” BESIDE THE SUMMARY OF THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “AGAINST” BESIDE THE SUMMARY OF THE APPROPRIATE RESOLUTION.**
Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- If more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this proxy form, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy thereof, must be delivered to the Company’s Hong Kong branch share registrar, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.
- A proxy need not be a member of the Company, but must attend the EGM in person to represent you.
- Any alterations made in this form should be initialled by the person who signs it.
- Completion and deposit of the proxy form will not preclude you from attending and voting in person at the EGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing and sent to the Company/Privacy Compliance Officer of Union Registrars Limited at the above address.