

保利文化集團股份有限公司

POLY CULTURE GROUP CORPORATION LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3636)

Proxy Form for the Extraordinary General Meeting to be held on 22 December 2014

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2)
H shares of RMB1.00 each in the capital of Poly Culture Group Corporation Limited (the "Company"), hereby appoint the **Chairman of the Extraordinary General Meeting** or ^(Note 3) _____ of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting and any adjournment thereof to be held at the Meeting Room, 28/F, New Poly Plaza, 1 North Street of Chaoyangmen, Dongcheng District, Beijing, PRC at 2:30 p.m. on Monday, 22 December 2014, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the Extraordinary General Meeting, and voting on behalf of me/us under my/our name as indicated below ^(Note 4) in respect of the resolutions to be proposed at the Extraordinary General Meeting and any of its adjournment.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 28 November 2014.

Ordinary resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1.	to consider and approve the resolution on election of Mr. Xu Niansha as executive director			
2.	to consider and approve the resolution on election of Mr. Zhang Xi as executive director			
3.	to consider and approve the transactions contemplated under the Financial Services Agreement and the annual caps of 2015, 2016 and 2017 thereof:			
3.1	to consider and approve the transactions and the annual caps of 2015, 2016 and 2017 in relation to the provision of deposit services by Poly Finance Company Limited contemplated under the Financial Services Agreement			
3.2	to consider and approve the transactions and the annual caps of 2015, 2016 and 2017 in relation to the provision of credit lending services by Poly Finance Company Limited contemplated under the Financial Services Agreement			

_____ 2014 Shareholder's Signature ^(Note 5) _____

Notes:

Important: You should first read the circular of the Company dated 28 November 2014 before appointing a proxy.

- Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all H shares registered in your name(s).
- If a proxy other than the Chairman of the Extraordinary General Meeting is preferred, cross out the words "the **Chairman of the Extraordinary General Meeting** or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Company who is entitled to attend and vote at the Extraordinary General Meeting convened by the aforementioned notice, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Company. **Any changes to this proxy form should be initialled by the person who signs it.**
- IMPORTANT: IF YOU WISH TO VOTE "FOR" A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE "AGAINST" A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN YOUR VOTE ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- This proxy form must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorised attorney(s). If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
- In the case of joint holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Extraordinary General Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share (in person or by proxy) shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company by hand or by post not less than 24 hours before the time fixed for the holding of the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude shareholders from attending and voting at the Extraordinary General Meeting if she/he so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- Identification documents must be shown by shareholder(s) or proxies to attend the Extraordinary General Meeting.