



# China Animation Characters Company Limited

## 華夏動漫形象有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01566)

### ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 MARCH 2015 FORM OF PROXY

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.1 each  
(the "Shares") in the capital of China Animation Characters Company Limited (the "Company"), hereby appoint the chairman of the Meeting<sup>(3 and 4)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the annual general meeting (the "Meeting") of the Company to be held at 11:00 a.m. on Friday, 28 August 2015 at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set forth in the notice convening the Meeting, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and Messrs. Deloitte Touche Tohmatsu, the auditor of the Company, for the year ended 31 March 2015;		
2.	(A) To re-elect Mr. TING Ka Fai Jeffrey as an executive Director;		
	(B) To re-elect Ms. LIU Moxiang as an executive Director;		
3.	To authorise the board of Directors to determine the remuneration of the Directors;		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company; and		
5.	(A) To grant an unconditional general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company;		
	(B) To grant an unconditional general mandate to the Directors to issue, allot and otherwise deal in shares not exceeding 20% of the issued share capital of the Company; and		
	(C) Conditional upon the passing of resolutions 5(A) and 5(B), to extend nominal amount of the securities repurchased under resolution 5(A) to the mandate granted to the Directors under resolution 5(B).		

Date: \_\_\_\_\_

Shareholder's signature<sup>(6)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. 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 such Shares registered in your name(s).
3. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy and vote instead of him. A proxy need not be a Shareholder, but must attend the Meeting in person to represent you.
4. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. If you do not strike out such words and your proxy does not attend the Meeting or if no name is inserted, the Chairman of the Meeting will act as your proxy.
5. **IMPORTANT:** If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
7. Where there are joint registered holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
8. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
9. In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
10. All the resolutions as set forth above will be determined by way of a poll.