



SMI Culture & Travel Group Holdings Limited
星美文化旅遊集團控股有限公司
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 2366)

Proxy form for use at the Annual General Meeting (the “Meeting”) of SMI Culture & Travel Group Holdings Limited (the “Company”) convened at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. and at any adjournment thereof.

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2)
of HK\$0.01 each in the capital of the Company, hereby appoint the Chairman of the Meeting or ^(note 3) _____
of _____

to act as my/our proxy at the Meeting of the Company to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note 4).

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited consolidated financial statements and the report of the Directors and independent auditor’s report for the year ended 31 December 2016.		
2.	(i) to re-elect Mr. Kong Dalu as director of the Company.		
	(ii) To re-elect Mr. Yuan Xin as director of the Company.		
	(iii) To re-elect Mr. Liu Xianbo as director of the Company.		
	(iv) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and authorize the board of directors of the Company to fix the remuneration of auditor.		
4.	Ordinary Resolution in item No. 4 of the Notice of Annual General Meeting. (To give a general mandate to the Directors to repurchase shares of the Company)		
5.	Ordinary Resolution in item No. 5 of the Notice of Annual General Meeting. (To give a general mandate to the Directors to issue new shares of the Company)		
6.	Ordinary Resolution in item No. 6 of the Notice of Annual General Meeting. (To extend the general mandate to be given to the Directors to issue new shares)		

Shareholder’s signature ^(note 5): _____

Dated the _____ day of _____ 2017

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each 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 Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If you wish to appoint some person other than the chairman of the meeting as your proxy, please delete “the Chairman of the Meeting or” 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 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.
- 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, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 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 or other person so authorised.
- 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 certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong (the “**Branch Share Registrar**”), Union Registrars Limited at 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 of the Meeting or any adjourned meeting. 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.
- Any alteration made to this form should be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar (address as stated in note 7 above).