



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)

SECOND PROXY FORM FOR THE ANNUAL GENERAL MEETING (“AGM”) TO BE HELD ON THURSDAY, 31 AUGUST 2017

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.02 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 AGM to act as my/our proxy to attend and vote for me/us at the AGM to be held at Portion 2,
12/F., The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 31 August 2017 at 10:00 a.m. and at any adjournment thereof
as indicated below or, if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 March 2017		
2.	(i) To re-elect Mr. Yan Zhilei as executive Director		
	(ii) To re-elect Ms. Wang Miaojun as independent non-executive Director		
	(iii) To authorise the Board of Directors to fix the remuneration of each Director		
3.	To re-appoint Elite Partners CPA Limited as the Auditors, and authorise the Board of Directors to fix their remuneration		
4.	To give a general mandate to the Directors to repurchase shares of the Company (Ordinary Resolution No. 4 of the notice of AGM)		
5.	To give a general mandate to the Directors to issue new shares of the Company (Ordinary Resolution No. 5 of the notice of AGM)		
6.	To extend the general mandate to be given to the Directors to issue shares by adding the number of shares repurchased (Ordinary Resolution No. 6 of the notice of AGM)		
7.	To refresh the scheme mandate limit on grant of options under the Share Option Scheme adopted on 29 August 2014 and any other schemes of the Company (Ordinary Resolution No. 7 of the supplementary notice of AGM)		

Dated: _____ 2017

Shareholder’s Signature ^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.02 each registered in your name(s). If no number is inserted, this second 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 AGM 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 AGM other than those 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, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
- A proxy need not be a member of the Company, but must attend the AGM 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 second proxy form will not preclude you from attending and voting at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- The full text of ordinary resolutions 4 through 6 and 7 summarised above is set out in the notice convening the AGM dated 27 July 2017 and supplementary notice of AGM dated 16 August 2017, respectively.

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 Meeting of the Company (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 by mail to the Company/Privacy Compliance Officer of Tricor Investor Services Limited at the above address.