



CHINA DIGITAL CULTURE (GROUP) LIMITED
中國數碼文化(集團)有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8175)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary share(s) of HK\$0.04 each ("Share(s)") in the issued share capital of China Digital Culture (Group) Limited (the "Company") hereby appoint³ the chairman of the annual general meeting ("AGM") of the Company or _____
of _____
or failing him _____
of _____
as my/our proxy to attend and vote on my/our behalf at the AGM to be held at Unit 17B, 17/F, United Centre, 95 Queensway, Hong Kong on Friday, 14 August 2020 at 3:00 p.m. and at any adjournment thereof as directed below, or if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS*		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited consolidated financial statements and reports of the directors (the "Directors") and independent auditors (the "Auditors") of the Company for the year ended 31 December 2019.		
2.	(A) To re-elect Mr. Kwok Chi Sun, Vincent as an independent non-executive Director.		
	(B) To re-elect Mr. Gou Yanlin as an independent non-executive Director.		
	(C) To authorize the board of Directors (the "Board") to fix the respective Directors' remuneration.		
3.	To re-appoint Elite Partners CPA Limited as Auditors and to authorize the Board to fix its remuneration.		
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of passing this resolution.		
5.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing this resolution.		
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares by adding the number of Shares repurchased by the Company.		

* Please refer to the notice convening the AGM for the full text of the resolutions.

Date: _____

Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of the ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all ordinary shares registered in your name(s).
3. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her/its behalf at the AGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. If you wish to appoint a person other than the Chairman of the AGM as your proxy, please delete the words "the Chairman of the annual general meeting ("AGM") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you, or your attorney duly authorized in writing or in case of a corporation, either under its common seal or under the hand of an officer or attorney or other person so authorized.
6. In case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In order 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 Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the AGM or any adjournment thereof.
8. Any alternations made in this proxy form should be initialed by the person who signs it.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.