



National Arts Entertainment and Culture Group Limited

國藝娛樂文化集團有限公司

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

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

(Stock Code: 8228)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING (“SGM”) TO BE HELD ON TUESDAY, 14 SEPTEMBER 2021 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____ being the registered holder(s) of ^(Note 2) _____ share(s) of
HK\$0.1 each in the capital of National Arts Entertainment and Culture Group Limited (“Company”) HEREBY APPOINT THE CHAIRMAN OF THE
SGM ^(Note 3) or _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the SGM or at any adjournment thereof in respect of the resolutions set out
in the notice convening the SGM (“Notice”) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
ORDINARY RESOLUTION			
1.	To approve the Share Consolidation (as defined in the circular of the Company dated 20 August 2021 (“Circular”)) and the transactions contemplated thereunder as set out in resolution numbered 1 of the Notice.		
SPECIAL RESOLUTION			
2.	To approve the Capital Reduction (as defined in the Circular) and the transactions contemplated thereunder as set out in resolution numbered 2 of the Notice.		

Dated this _____ day of _____ 2021 Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.1 each in the Company to which this form of proxy relates 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).
- A proxy need not be a member of the Company. A member of the Company is entitled to appoint a proxy to attend and vote in his stead. If such an appointment is made, you may delete the words “THE CHAIRMAN OF THE SGM or” and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the chairman of the SGM will act as your proxy.
- Please indicate with a “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form of proxy is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
- 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 common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy, together with the 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited (“Share Registrar”) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event by 3:30 p.m. on Sunday, 12 September 2021 or not less than 48 hours before the time for the holding of the adjourned meeting.
- In the case of joint holders, the vote of the senior holder who tenders as vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holders.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, and in such case, the authority of your proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, the Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.