

# China Partytime Culture Holdings Limited

## 中國派對文化控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1532)

### SECOND FORM OF PROXY FOR USE AT THE 2022 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.01 each in the capital of  
China Partytime Culture Holdings Limited (the "Company") hereby appoint the chairman of the 2022 Annual General Meeting of the Company, or <sup>(Note 3)</sup>

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the 2022 Annual General Meeting of the Company (the "Meeting") to be held on  
24 June 2022 (Friday) at 10:00 a.m. at No. 251 Huachuan North Road, Chian Town, Yiwu City, Zhejiang Province, the PRC and at any adjournment  
thereof for the purpose of considering and, if thought fit, passing the ordinary and special resolutions as set out in the notice convening the Meeting as  
indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the  
Meeting and/or at any adjournment thereof.

Terms defined in the initial circular of the Company dated 10 May 2022 and supplemental circular of the Company dated 9 June 2022 shall have the same  
meanings when used in this second proxy form, unless otherwise defined.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("Directors") of the Company and the Company's Auditors for the year ended 31 December 2021		
2.	(a) To re-elect Mr. Xu Chengwu as an Executive Director of the Company (b) To re-elect Ms. Peng Xu as an Independent Non-executive Director of the Company (c) To authorise the Board of Directors to fix the Directors' remuneration		
3.	To re-appoint Grant Thornton Hong Kong Limited as the Company's Auditors and to authorise the Board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution		
5.	To grant a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution		
6.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company		
7.	To approve the refreshment of the scheme mandate limit under the Share Option Scheme of the Company.		
SPECIAL RESOLUTION <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
8.	To approve the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the 2022 annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote 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 and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This second form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this second form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This second form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than forty-eight (48) hours (i.e. 10:00 a.m. on Wednesday, 22 June 2022) before the time appointed for the taking of the poll and in default this second form of proxy shall not be treated as valid.
- Delivery of this second form of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, this second form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- A shareholder who has already lodged the proxy form sent together with the Company's circular dated 10 May 2022 (the "First Proxy Form") should note that: (i) if no second proxy form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting, including the resolution for, among other matters, the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme, as set out in this supplemental notice of Meeting; (ii) if the second proxy form is lodged with the Company 48 hours prior to the time appointed for holding the Meeting (the "Closing Time"), the second proxy form will revoke and supersede the First Proxy Form previously lodged by him/her. The second proxy form will be treated as a valid proxy form lodged by the shareholder if correctly completed; and (iii) if the second proxy form is lodged with the Company after the Closing Time, the second proxy form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.

#### 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 authorised 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/Tricor Investor Services Limited at the above address.