



Strawbear Entertainment Group 稻草熊娱乐集团

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2125)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.000025 each in the capital of STRAWBEAR ENTERTAINMENT GROUP (the "Company"), HEREBY APPOINT the chairman of the meeting or ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2022 second extraordinary general meeting (or at any adjournment thereof) of the Company (the "EGM") to be held at 10 a.m. on Friday, December 23, 2022 at Room 2508, Building A, Wanda Plaza, No. 98 Jiangdong Zhong Road, Jianye District, Nanjing, Jiangsu Province, PRC for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
1.	To approve the following resolution as an ordinary resolution: "That: (a) the 2022 Made-to-order Drama Series Production Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated December 6, 2022 (the "Circular"), be and is hereby approved, ratified and confirmed; (b) the proposed annual caps for the continuing connected transactions contemplated under the 2022 Made-to-order Drama Series Production Framework Agreement for the three years ending December 31, 2025 as set out in the Circular be and are hereby approved, ratified and confirmed; and (c) any one or more of the Directors is hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated under the 2022 Made-to-order Drama Series Production Framework Agreement (including the proposed annual caps thereunder for the three years ending December 31, 2025)."		
2.	To approve the following resolution as an ordinary resolution: "That: (a) the 2022 Drama Series Copyrights Purchasing Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed; (b) the proposed annual caps for the continuing connected transactions contemplated under the 2022 Drama Series Copyrights Purchasing Framework Agreement for the three years ending December 31, 2025 as set out in the Circular be and are hereby approved, ratified and confirmed; and (c) any one or more of the Directors is hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated under the 2022 Drama Series Copyrights Purchasing Framework Agreement (including the proposed annual caps thereunder for the three years ending December 31, 2025)."		

Signature ^(Note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this 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 of the EGM is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the EGM in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST"**. Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorized.
- In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- 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 notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- In light of the continuing risks posed by the COVID-19, the Company encourages the shareholders of the Company to consider appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

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 EGM 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/Tricor Investor Services Limited at the above address.