

華 誼 騰 訊 娛 樂

華 誼 騰 訊 娛 樂 有 限 公 司
Huayi Tencent Entertainment Company Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 419)

PROXY FORM

Form of proxy for use at the extraordinary general meeting of the Company (the “Meeting”) to be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 5 July 2016 at 2:30 p.m.

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ ordinary shares of HK\$0.02 each in the issued share capital of Huayi Tencent Entertainment Company Limited (the “Company”), hereby appoint ^(note 3) _____ of _____ or failing him/her, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolution set out in the notice of the Meeting dated 13 June 2016 (the “Notice”) (with or without modifications) as hereunder indicated.

Ordinary Resolution		For ^(note 4)	Against ^(note 4)
1.	To approve the Investment Agreement (as set out in the Notice) and the transactions contemplated thereunder		

The full text of the resolution is set out in the Notice.

Dated this _____ day of _____ 2016 Signature(s) ^(Note 7) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the share capital of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NO SUCH NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED IN THE COLUMN HEADED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED IN THE COLUMN HEADED “AGAINST” BESIDE THE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. Your proxy will be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the meeting.
5. 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 that power or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
6. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then the vote of the senior of the said persons so present shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by order in which the names stand on the register of members of the Company in respect of such shares.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting if you so wish and in such event, this form of proxy will be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.