

**CHINA NATIONAL CULTURE GROUP LIMITED****中國國家文化產業集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 745)****PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING ("EGM")
TO BE HELD ON MONDAY, 20 APRIL 2020**

I/We ^(note 1) _____
 of _____
 being the registered holder(s) of ^(note 2) _____ shares of HK\$0.02 each in the share capital
 of China National Culture Group Limited (the "Company") hereby appoint ^(note 3) _____
 of _____
 or failing him _____
 of _____
 or failing him, the Chairman of the EGM to act as my/our proxy to attend and vote for me/us at the EGM to be held at Portion 2,
 12/F., The Center, 99 Queen's Road Central, Hong Kong on Monday, 20 April 2020 at 11:00 a.m. and at any adjournment thereof as
 indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
1.	To consider and, if thought fit, to approve THAT (a) every twenty (20) issued and unissued ordinary shares of par value HK\$0.02 each (the "Existing Shares") in the share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.4 each (the "Consolidated Share(s)") in the share capital of the Company; and every twenty (20) issued and unissued non-voting convertible preference shares of par value HK\$0.07 each in the share capital of the Company be consolidated into one (1) non-voting convertible consolidated preference share of par value HK\$1.40 each (the "Consolidated Preference Share(s)") in the share capital of the Company (the "Share Consolidation"); and (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation.		
SPECIAL RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
2.	To consider and, if thought fit, to approve THAT (a) the par value of each issued Consolidated Share of par value HK\$0.4 each in the share capital of the Company be reduced to HK\$0.04 each (each a "New Share") (the "Capital Reduction") by cancelling the paid up capital to the extent of HK\$0.36 on each of the then issued Consolidated Shares; (b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilized by the Directors in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time; (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value HK\$0.4 each and the authorised but unissued Consolidated Preference Shares of par value HK\$1.40 each be sub-divided into ten (10) New Shares with par value HK\$0.04 each and ten (10) non-voting convertible preference shares of par value HK\$0.14 each (each a "New Preference Share") respectively (the "Share Sub-division"); (d) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respects with each other and each of the New Preference Shares arising from the Share Sub-division shall rank pari passu in all respects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company; and (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division."		

Dated: _____, 2020

Shareholder's Signature ^(note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.02 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR” BESIDE THE SUMMARY OF THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST” BESIDE THE SUMMARY OF THE APPROPRIATE RESOLUTION.**
Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. If more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
7. To be valid, this proxy form, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy thereof, must be delivered to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.
8. A proxy need not be a member of the Company, but must attend the EGM in person to represent you.
9. Any alterations made in this form should be initialled by the person who signs it.
10. Completion and deposit of the proxy form will not preclude you from attending and voting at the EGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 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 and sent to the: Privacy Compliance Officer of Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.