



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 343)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Culturecom Holdings Limited (the "Company") to be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wanchai, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 24 January 2011 at 10:30 a.m. and at any adjournment thereof.

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$1.00 each
in the Company hereby appoint the Chairman of the Meeting or _____
of _____

to act as my/our proxy (note c) at the Meeting to be held on Monday, 24 January 2011 at 10:30 a.m., at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wanchai, 33 Hennessy Road, Wanchai, Hong Kong or any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) (note d).

Special Resolution		For	Against
1.	To approve the proposed Capital Reduction involving the reduction of: (i) the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.99 on each of the issued Existing Shares such that the nominal value of each issued Existing Share will be reduced from HK\$1.00 to HK\$0.01; and (ii) the authorised share capital of the Company by reducing the nominal value of all Existing Shares from HK\$1.00 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$1,000,000,000 divided into 1,000,000,000 Existing Shares to HK\$10,000,000 divided into 1,000,000,000 New Shares of HK\$0.01 each and the transactions contemplated thereunder and to authorise the Directors to do all such acts as may be necessary, desirable or expedient to give effect to and implement the Capital Reduction		
Ordinary Resolution			
2.	To approve the proposed Increase in Authorised Share Capital of the Company (upon the proposed Capital Reduction becoming effective) from HK\$10,000,000 divided into 1,000,000,000 New Shares to HK\$2,000,000,000 divided into 200,000,000,000 New Shares		

Dated the _____ day of _____ 2010/2011

Shareholder's signature _____ (notes e, f, g and h)

Notes:

- a Please insert full name(s) and address(es) in BLOCK CAPITALS.
- b Please insert the number of shares 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 capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of the resolution(s); or if in respect of a particular proposed resolution there is no specific direction, the proxy will in relation to that particular proposed resolution(s) vote or abstain, at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g 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 of such power or authority must be deposited with the Company at the Company's principal place of business in Hong Kong at 6th Floor, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

* for identification purpose only