



# CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 343)

## PROXY FORM

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of  
HK\$0.10 each in the capital of Culturecom Holdings Limited (the "Company"), hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_

or failing him, the Chairman of the Special General Meeting to act as my/our proxy <sup>(note 3)</sup> to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held on Thursday, 27 October 2005 at 10:30 a.m., at The Penthouse, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong or any adjournment thereof and to vote for my/our behalf as indicated below.

Please indicate with a "✓" in the appropriate box to indicate how you wish your vote to be cast.

Ordinary Resolution	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
To approve the Asset Purchase Agreement and the Licence Agreement and the transactions respectively contemplated thereunder		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2005

Shareholder's signature \_\_\_\_\_ <sup>(notes 5, 6, 7 and 8)</sup>

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 "or failing him, the Chairman of the Special General Meeting" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against".** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. 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.
- 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.
- This 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.
- 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 (if any) must be deposited at the principal place of business of the Company in Hong Kong at 12 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.
- Any alteration made to this form should be initialled by the person who signed the form.

\* for identification purpose only