



China Soft Power Technology Holdings Limited

中國軟實力科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use by shareholders of China Soft Power Technology Holdings Limited (the "Company") at the special general meeting (the "Meeting") of the Company to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 9:30 a.m. (or any adjournment thereof)

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of the Company,
HEREBY APPOINT the chairman of the Meeting or ⁽³⁾ _____
of _____
or failing him, _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting (the "Notice") and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁽⁵⁾		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve, confirm and ratify the Agreement and the Supplemental Agreement (both as defined in the Notice) and the transactions contemplated thereunder (including the issue of the Convertible Bonds (as defined in the Notice) and the allotment and issue of the Conversion Shares (as defined in the Notice) upon exercise of conversion rights thereunder subject to and in accordance with the terms and conditions of the Agreement and the Supplemental Agreement) and to authorise the directors of the Company (the "Director(s)") to implement and take all such steps and do all such acts and things and execute all such documents which they consider necessary, desirable or expedient to give effect to the Agreement, the Supplemental Agreement and the transactions contemplated thereunder.		
2.	To re-elect Mr. Chen Xiaodong as an executive Director and to authorise the board of Directors to fix his remuneration.		

Dated _____ 2017 Shareholder's signature ⁽⁶⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- (2) 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 Company registered in your name(s).
- (3) If any proxy other than the chairman is preferred, strike out "the chairman of the Meeting or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) If you wish to vote for the resolution(s) set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution(s), please tick ("✓") the box marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of the resolution(s). A proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the Meeting other than that set out in the Notice.
- (5) The full text of the resolutions appears in the Notice incorporated in the circular of the Company dated 31 March 2017 (the "Circular"). Unless otherwise stated, capitalised terms used in the Circular have the same meanings when used in this proxy form.
- (6) This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or, if the shareholder is a corporation, it must be executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (7) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who must be individuals) to attend and vote on his behalf. A proxy need not be a shareholder. In the case of joint registered holders, if more than one of such joint registered holders are present, personally or by proxy, the person so present being the most or, as the case may be, more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (8) In order to be valid, this form of proxy must be completed and deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, 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, not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude any shareholder from attending and voting in person at the Meeting (or any adjournment thereof). In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been 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 (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 and to such parties who are authorised 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 fulfill the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.