



Ruicheng (China) Media Group Limited

瑞誠(中國)傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1640)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 6 JUNE 2023

I/We (Name) _____ (Block capitals) of Address being the registered holder(s) of _____ (Note 1) shares of HK\$0.01 each in the share capital of Ruicheng (China) Media Group Limited (the "Company") hereby appoint the chairman of the annual general meeting (the "Chairman") (Note 2) or (Name) _____ of (Address) _____ or _____

_____ as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at 1602, 13/F, Building 7, No. 63 Xidawang Road, Chaoyang District, Beijing, the PRC on Tuesday, 6 June 2023 at 10:00 a.m., and at any adjournment thereof on the undermentioned resolutions as indicated and if no such indication is given as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR (Note 3)	AGAINST (Note 3)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2022.		
2.	(A) (i) to re-elect Mr. Li Xue as an independent non-executive director of the Company (the "Director").		
	(ii) to re-elect Mr. How Sze Ming as an independent non-executive Director.		
	(iii) to re-elect Mr. Wu Ke as an independent non-executive Director.		
	(B) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint Prism Hong Kong and Shanghai Limited as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the auditor's remuneration.		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the number of total issued shares of the Company as at the date of passing this resolution.*		
	(B) To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the number of total issued shares of the Company as at the date of passing this resolution.*		
	(C) To extend the general mandate granted under resolution numbered 4(A) pursuant to addition of shares bought back by the Company under the general mandate granted under the resolution numbered 4(B).*		
5.	To approve as a special resolution amendments to the existing memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.*		

* Please see the notice of the meeting for the full text of the above resolutions.

Dated this _____ day of _____, 2023 Signature(s) _____ (Notes 6 & 7)

Notes:

- 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 shareholder of the Company. A shareholder may appoint more than one proxy of his/her own choice. If you wish to appoint a person other than the Chairman as your proxy, strike out the words "the chairman of the annual general meeting (the "Chairman") (Note 2) or", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an authorised officer, authorised attorney, or other person duly authorised on that behalf.
- Any alteration made to this form of proxy should be initialled.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The completed and signed form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong not less than 48 hours before the time appointed for holding the AGM (or at any adjournment thereof). The completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
- The completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof (as the case may be) if you so wish.

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 by mail to the Company/ Computershare Hong Kong Investor Services Limited at the above address.