

Values Cultural Investment Limited
新石文化投資有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1740)

**SECOND FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (THE “MEETING”)
TO BE HELD ON TUESDAY, 30 MAY 2023**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of US\$0.000005 each in the share capital of
Values Cultural Investment Limited (the “Company”), **HEREBY APPOINT**^(Note 3) _____
of _____
or failing him/her, the chairman of the Meeting, as my/our proxy to attend at the Meeting to be held at Portion 2, 12th Floor, The Center, 99
Queen’s Road Central, Hong Kong on 30 May 2023 (Tuesday) at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and,
if thought fit, passing the following resolutions as set out in the notice and supplementary notice convening the Meeting, and vote for me/us and in
my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and approve the audited consolidated financial statements of the Company, the report of the directors of the Company (the “Directors”) and the report of the auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Ms. Cai Xiaoxin as an executive Director.		
	(b) To re-elect Ms. Shen Yi as a non-executive Director.		
	(c) To re-elect Mr. Qu Guohui as an executive Director.		
	(d) To re-elect Mr. Xian Guoming as an independent non-executive Director.		
	(e) To re-elect Ms. Liu Jingping as an independent non-executive Director.		
	(f) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
	(g) To re-elect Mr. Liu Tieqiang as an executive Director.		
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional ordinary shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution ^(Note 5) .		
5.	To grant a general and unconditional mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of the passing of this resolution ^(Note 5) .		
6.	To extend the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company under resolution numbered 4 by adding to it the total number of shares of the Company repurchased pursuant to the general and unconditional mandate to repurchase shares under resolution numbered 5 ^(Note 5) .		

Date: _____

Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) IN THE BOX MARKED “AGAINST”.** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice and supplementary notice convening the Meeting.
- The description of this resolution is by way of summary only. The full text appears in the notice convening the Meeting dated 26 April 2023.
- This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney duly authorised.
- ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- In order to be valid, this second form of proxy together with a power of attorney (if any) 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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). This second form of proxy supersedes the form of proxy enclosed with the notice convening the Meeting dated 26 April 2023.
- If no second form of proxy is lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed hereon, the form of proxy enclosed with the notice convening the Meeting dated 26 April 2023, if correctly completed, will be treated as a valid form of proxy lodged by you except for the original resolution numbered 2.(b) in respect of which no poll shall be taken or counted. The proxy so appointed by you will be entitled to vote in accordance with the instructions previously given by you or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the revised resolutions numbered 2.(b) and 2.(g) set out in the supplementary notice of the Meeting dated 3 May 2023.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined with reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
- Completion and delivery of this second form of proxy shall not preclude you from attending and voting in person at the Meeting (and at any adjournment thereof) 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 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 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 to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong or by email to privacyofficer@computershare.com.hk.