新絲路文旅有限公司
NEW SILKROAD CULTURALTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of New Silkroad Culturaltainment Limited (the "Company") to be convened at Salon Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 5 December 2016 at 10:00 a.m. or any adjournment thereof.

I/We *(Note a)* _____

of _____

being the registered holder(s) of _____ *(Note b)* shares of HK$0.01 each in the capital of the Company hereby appoint the chairman of the Meeting (the "**Chairman**") or *(Note c)* _____

of _____

to act as my/our proxy at the Meeting to be held at Salon Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 5 December 2016 at 10:00 a.m. or any adjournment thereof and to vote in respect of the resolutions set out in the notice (the "**Notice**") convening the Meeting dated 18 November 2016 on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(Note d)*.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the Open Offer and the transactions contemplated thereunder (including the Underwriting Agreement) in terms as set out in Ordinary Resolution number 1 in the Notice, and to authorise any Directors to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders.		
2.	To approve the Whitewash Waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to the Underwriter pursuant to Note 1 on the Dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong from an obligation to make a general mandatory offer for all the issued shares of the Company not already owned by the Underwriter and the parties acting in concert with it as a result of the subscription of the Offer Shares by the Underwriter pursuant to the Underwriting Agreement and to authorize the Directors to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.		
3.	To approve the use of the proceeds of the Open Offer to be applied to repay the indebtedness due to: (i) Macrolink; (ii) Macro-Link International Investment Co, Ltd.; (iii) Macrolink Culturaltainment Development Co., Ltd.; and (iv) Beijing Macrolink Land Ltd., in the aggregate amount of HK$576.5 million as at 31 August 2016 and to authorise the Directors to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Special Deal.		

Dated the _____ day of _____ 2016

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

Notes:

a Full name(s) and address(es) are to be inserted 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 any person other than the Chairman as your proxy, please delete the words "the chairman of the Meeting (the "**Chairman**") 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 box(es) marked "FOR". If you wish to vote against any resolutions, please tick ("✔") the box(es) marked "AGAINST". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, 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.

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 at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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.

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 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's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.