



China Mobile Games and Cultural Investment Limited

中國手遊文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

FORM OF PROXY

FOR THE EXTRAORDINARY GENERAL MEETING ("MEETING")  
TO BE HELD ON 12 AUGUST 2014 (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(2)</sup> ordinary shares of HK\$0.01 each in  
the share capital of China Mobile Games and Cultural Investment Limited ("Company") HEREBY APPOINT <sup>(3)</sup> the Chairman of the Meeting or  
\_\_\_\_\_

of \_\_\_\_\_  
to act as my/our proxy to attend and act for me/us at the Meeting to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong  
Kong on Tuesday, 12 August 2014 at 9:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing the  
resolutions as set out in the notice convening the Meeting and at the Meeting, or at any adjournment thereof, to vote for me/us in my/our  
name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate box to indicated how you wish your votes to be cast<sup>(4)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve the Subscription Agreement (as defined and described in the Company's circular dated 21 July 2014 ("Circular")) and to approve the transactions contemplated thereunder and to grant the specific authority to allot and issue the Subscription Shares (as defined in the Circular) to the directors of the Company.		
2.	To approve, confirm and ratify the grant of the option to Mr. Zhang Xiongfeng in excess of the Individual Limit (as defined in the Circular) under the share option scheme adopted by the Company.		
3.	To approve, confirm and ratify the grant of the option to Mr. Zhang Peiao in excess of the Individual Limit (as defined in the Circular) under the share option scheme adopted by the Company.		
4.	To approve the refreshment of the 10% General Limit (as defined in the Circular) under the share option scheme adopted by the Company.		
5.	To refresh the general mandate to the directors of the Company to allot, issue and deal with the unissued shares of the Company representing not more than 20% of the aggregate nominal amount of share capital of the Company in issue.		

Date: \_\_\_\_\_

Signature <sup>(5 to 8)</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) in which the proxy relates. 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 of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
4. **IMPORTANT:** If you wish to vote for a resolution, please indicate with a tick in the box marked "For". If you wish to vote against a resolution, please indicate with a tick in the box marked "Against". Failure to fill in either 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.
5. You are requested to lodge this form of proxy, together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting, or any adjournment thereof.
6. This 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 under its common seal or under the hand of an officer or attorney duly authorised.
7. Where there are joint 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 were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.