



Pegasus Entertainment Holdings Limited

天馬影視文化控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1326)

PROXY FORM

Form of proxy for use by the shareholders of Pegasus Entertainment Holdings Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) to be convened at Conference Room, Flat B, 14/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on 13 March 2018 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares of HK\$0.0025
each (the “Shares”) of the Company, hereby appoint the chairman of the Meeting of the Company or _____

of _____
as my/our proxy/proxies (note c) at the Meeting to be held at Conference Room, Flat B, 14/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong or at any adjournment thereof and to vote 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 in respect of such resolutions as hereunder indicated (note c).

	SPECIAL RESOLUTIONS	FOR	AGAINST
1.	To approve the proposed change of Company name, details of which are set out in the notice of the Meeting [#] .		
2.	To approve the proposed amendments of the memorandum and articles of association of the Company, details of which are set out in the notice of the Meeting [#] .		

[#] Full text of the relevant resolution is set out in the notice dated 13 February 2018 convening the Meeting.

Shareholders signature _____ (notes d, e, f, g, h and i)

Dated this _____ day of _____, 2018

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 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 member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting, or” and insert the name and address of the person appointed proxy in the space provided. If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her/its discretion in respect of the resolution; 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/her/its discretion. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint holders of any share, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands in the register of members of the Company in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his/her/its 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 or other person so authorised.
- In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged for registration with Tricor Investor Services Limited, Level 22 Hopewell Centre 183 Queen’s Road East Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs it.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.