

PROXY

Pop Culture Group Co., Ltd

Room 1207-08, No. 2488 Huandao East Road

Huli District, Xiamen City, Fujian Province

The People's Republic of China

EXTRAORDINARY MEETING OF SHAREHOLDERS

AUGUST 25, 2025

YOUR VOTE IS IMPORTANT

FOLD AND DETACH HERE

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 25, 2025.

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice and Proxy Statement, dated July 31, 2025, in connection with the Extraordinary General Meeting and at any adjournments thereof (the "Extraordinary General Meeting") to be held on August 25, 2025, at 9:30 A.M., Eastern Time (August 25, 2025, at 9:30 P.M., local time). at Room 1207-08, No. 2488 Huandao East Road, Huli District, Xiamen City, Fujian Province, the People's Republic of China and hereby appoints Zhuoqin Huang Yunzhu Chen, and Wenjuan Qiu, and each of them (with full power to act alone), the attorneys and proxies of the undersigned, with power of substitution to each, to vote all ordinary shares of Pop Culture Group Co., Ltd (the "Company") registered in the name provided, which the undersigned is entitled to vote at the Extraordinary General Meeting with all the powers the undersigned would have if personally present. Without limiting the general authorization hereby given, said proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in this Proxy Statement.

THIS PROXY, WHEN EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" FOR PROPOSAL 1, 2 AND 3.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" FOR PROPOSAL 1, 2, AND 3.

PROPOSAL 1: CHANGE OF NAME.

By an special resolution, to approve to change the dual foreign name of the Company to 华流文化集团有限公司 (the "Change of Name").

For

☐

Against

☐

Abstain

☐

PROPOSAL 2: ADOPTION OF THE A&R M&A

Subject to and conditional upon the passing of Proposal One above, by a special resolution, to adopt an amended and restated memorandum and articles of association of the Company (the "A&R M&A") as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in its entirety with immediate effect to reflect Change of Name.

For

☐

Against

☐

Abstain

☐

PROPOSAL 3: APPROVAL FOR THE MEETING TO BE ADJOURNED TO A LATER DATE

By an ordinary resolution, to approve the Meeting to be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the Meeting, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals.

For

☐

Against

☐

Abstain

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VOTE BY INTERNET

www.transhare.com(click on Vote Your Proxy and enter your control number)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m.,Eastern Time,August 24, 2025.Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY EMAIL

Please email your signed proxy card to Proxy@Transhare.com

TO VOTE BY FAX

Please fax this proxy card to 1.727. 269.5616

VOTE BY MAIL

Please sign, date and mail to Proxy Team Transhare Corporation 17755 US Highway 19 N Suite 140 Clearwater FL 33764

Please indicate if you intend to attend this Meeting ☐ YES ☐ NO

Signature of Shareholder: _____

Date: _____

Name shares held in (Please print): _____

Account Number (if any): _____

No. of Shares Entitled to Vote:

Stock Certificate Number(s):

Note: Please sign exactly as your name or names appear in the Company's share transfer books. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such.

If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such.

If the signer is a partnership, please sign in partnership name by authorized person.

Please provide any change of address information in the spaces below in order that we may update our records:

Address:

Shareholder's Signature

Shareholder's Signature

Signature should agree with name printed hereon. If share is held in the name of more than one person, EACH joint owner should sign. Executors, administrators, trustees, guardians, and attorneys should indicate the capacity in which they sign. Attorneys should submit powers of attorney.

PLEASE SIGN, DATE AND RETURN THE PROXY IN THE ENVELOPE ENCLOSED TO CONTINENTAL STOCK TRANSFER & TRUST COMPANY. THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSALS SET FORTH IN PROPOSALS 1, 2 AND 3 AND WILL GRANT DISCRETIONARY AUTHORITY TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE EXTRAORDINARY GENERAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.

PLEASE COMPLETE, DATE, SIGN AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
