



# SINOMEDIA HOLDING LIMITED

## 中視金橋國際傳媒控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 623)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

ON 12 JUNE 2009

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the registered holder(s)  
of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.0003125 each in the capital of SinoMedia Holding Limited  
(the "Company"), HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_ or failing him,  
the Chairman of the Annual General Meeting as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Admiralty, Hong Kong on Friday, 12 June 2009 at 3:00 p.m. and to (on a poll) vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 27 April 2009 of which the notice convening the Annual General Meeting forms part (the "Circular").

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1	To receive and consider the audited financial statements and the Directors' reports and independent auditor's report for the year ended 31 December 2008.		
2	To approve the payment of a final dividend for the year ended 31 December 2008.		
3	(a) To re-elect Ms. Liu Jinlan as Director.		
	(b) To re-elect Mr. Li Zongzhou as Director.		
	(c) To re-elect Mr. Zhu Jia as Director.		
	(d) To authorize the remuneration committee to fix the remuneration of the Directors.		
4	To re-appoint KPMG as auditors and to authorize the board of Directors to fix their remuneration.		
5	To give a general mandate to the Directors to issue shares of the Company.		
6	To give a general mandate to the Directors to repurchase shares of the Company.		
7	To extend the general mandate to issue shares by addition thereto the shares repurchased by the Company.		

Signature(s) <sup>(note 5)</sup>: \_\_\_\_\_

Number of ordinary shares to which this proxy relates <sup>(Note 6)</sup>

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2009

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired if you so wish. A member entitled to attend and vote at the meeting is entitled to appoint in writing one or more proxies to attend and vote on his behalf. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** If this form of proxy is signed and returned without any indication as to how the proxy shall vote, he will be entitled to exercise his discretion as to whether he abstains from voting and, if appropriate, as to how he votes. Unless instructed otherwise, your proxy may also vote or abstain from voting at his discretion on any resolution properly put to the meeting (including amendment to any resolution) other than those referred to in the notice convening this meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under common seal or under the hand of an officer, attorney or other person duly authorized to sign.
- Please insert the number of ordinary shares to which this proxy relates in the box provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. **If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s) (whether alone or jointly with others).**
- To be valid, the **original** form of proxy and, if such form of proxy is signed by a person under a power of attorney or other authority on your behalf, a notarially certified copy of such power of attorney or other authority, must be deposited at the registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. Forms of proxy sent electronically or by any other data transmission process will not be accepted.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and deposit of this form will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the meeting, the authority of your proxy will be revoked.