



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: 00623)
(the “Company”)

Number of shares to which this proxy form relates ⁽¹⁾	
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PROXY FORM FOR THE ANNUAL GENERAL MEETING

I/We⁽²⁾ _____
of _____
being the registered shareholder(s) of the share capital of SINOMEDIA HOLDING LIMITED, hereby appoint⁽³⁾ _____
of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 23 May 2012 at 2 p.m. and at any adjournment of the meeting. I/We direct that my/our votes(s) be cast on the specified resolutions as indicated by an “✓” in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTIONS			FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	to receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2011	1		
2.	to re-appoint Messrs KPMG as the Auditors and to authorise the board of Directors to fix their remunerations	2		
3.	to declare a final dividend of 10.6 HK cents per ordinary share and a special dividend of 10.6 HK cents per ordinary share of the Company to be paid to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 30 May 2012	3		
4.	to elect Mr. He Hui David as a non-executive Director	4		
5.	to elect Ms. Wang Xin as an independent non-executive Director	5		
6.	(a) to re-elect Mr. Li Zongzhou as an executive Director	6a		
	(b) to re-elect Mr. Zhu Jia as a non-executive Director	6b		
	(c) to re-elect Mr. Ding Junjie as an independent non-executive Director	6c		
7.	to authorize the board of Directors to fix the Directors’ remuneration	7		
8.	to grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company (the “General Mandate”) as set out in item 8 of the Notice of Annual General Meeting dated 18 April 2012	8		
9.	to grant the repurchase mandate to the Directors to repurchase shares of the Company (the “Repurchase Mandate”) as set out in item 9 of the Notice of Annual General Meeting dated 18 April 2012	9		
10.	to approve the addition to the General Mandate of the number of Shares repurchased by the Company under the Repurchase Mandate as set out in item 10 of the Notice of Annual General Meeting dated 18 April 2012	10		
SPECIAL RESOLUTION			FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
11.	to approve the proposed amendments to the articles of association of the Company as set out in item 11 of the Notice of Annual General Meeting dated 18 April 2012	11		

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

1. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name.
2. Full name(s) and address(es) to be inserted in BLOCK CAPITALS as shown in the register of members of the Company.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for you. **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 any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s share registrar at Computershare Hong Kong Investor Services Limited, at 17 M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.