

SinoMedia[®]
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 Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 12 June 2014, Thursday, at 3 p.m. and at any adjournment of the meeting. I/We direct that my/our vote(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 2013	1.		
2.	To declare a final dividend of 16.48 HK cents per ordinary share and a special dividend of 16.48 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 Friday, 20 June 2014	2.		
3.	To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix their remuneration	3.		
4.	Election of Directors			
	(a) to re-elect Mr. Li Zongzhou as an executive Director	4.a.		
	(b) to re-elect Mr. He Hui David as a non-executive Director	4.b.		
	(c) to re-elect Mr. Qi Daqing as an independent non-executive Director	4.c.		
5.	To authorise the board of Directors to fix the Directors’ remuneration	5.		
6.	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 6 of the Notice of Annual General Meeting dated 17 April 2014	6.		
7.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the “Repurchase Mandate”) as set out in item 7 of the Notice of Annual General Meeting dated 17 April 2014	7.		
8.	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 8 of the Notice of Annual General Meeting dated 17 April 2014	8.		
9.	To extend the exercisable period of the options granted under the pre-IPO share option scheme adopted by the Company on 29 June 2007 and outstanding as at the date of this resolution to the expiry of 10 years from the date of grant of the relevant options	9.		

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

- 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.
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS as shown in the register of members of the Company.
- 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 represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- 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.
- 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 17M 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 of such meeting.
- 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.