

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⁾ | |
|--|--|

PROXY FORM FOR THE ANNUAL GENERAL MEETING

I/We⁽²⁾ _____
of _____⁽²⁾
being the registered shareholder(s) of the share(s) 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 (and at any adjournment thereof) to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 9 June 2017, Friday, at 3:00 p.m.. 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 for the year ended 31 December 2016 and the reports of the directors of the Company (the “Directors”) and independent auditors of the Company (the “Auditors”) thereon | | |
| 2. | to re-appoint Messrs. KPMG as the Auditors and to authorise the board of Directors to fix their remuneration | | |
| 3. | (a) to re-elect Mr. Chen Xin as an executive Director | | |
| | (b) to re-elect Ms. Liu Jinlan as an executive Director | | |
| | (c) to re-elect Mr. He Hui David as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2020 | | |
| 4. | to authorise the board of Directors to fix the Directors’ remuneration | | |
| 5. | 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 5 of the Notice of Annual General Meeting dated 28 April 2017 | | |
| 6. | to grant the buy-back mandate to the Directors to buy back shares of the Company (the “Buy-back Mandate”) as set out in item 6 of the Notice of Annual General Meeting dated 28 April 2017 | | |
| 7. | to approve the addition to the General Mandate of the number of Shares bought-back by the Company under the Buy-back Mandate as set out in item 7 of the Notice of Annual General Meeting dated 28 April 2017 | | |

Dated _____

Signature ⁽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 represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
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 member whose name stands first in the register of members, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s).
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 branch share registrar in Hong Kong at Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, 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.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy(ies) form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“**PDPO**”), which includes you and your proxy(ies)’s name(s) and address(es).

Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy(ies) form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Annual General Meeting of the Company (the “**Purposes**”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s share registrar Boardroom Share Registrars (HK) Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to Boardroom Share Registrars (HK) Limited at the above address.