



M CHANNEL CORPORATION LIMITED

流動廣告有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8036)

ANNUAL GENERAL MEETING FORM OF PROXY

Form of proxy for the Annual General Meeting (the "Meeting") of M Channel Corporation Limited (the "Company") to be held at the Conference Room at 11/F., Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 30 July 2004 at 11:00 a.m.:

I/We (note 1) _____
of _____
being the holder(s) of (note 2) _____ shares of
HK\$0.002 each in the share capital of the Company, HEREBY APPOINT (note 3) _____
of _____
or the Chairman of the Meeting (note 4) as my/our proxy/proxies to vote for me/us and on my/our behalf at the Meeting
(and at any adjournment thereof) to be held at the Conference Room at 11/F., Paul Y. Centre, 51 Hung To Road, Kwun Tong,
Kowloon, Hong Kong on Friday, 30 July 2004 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the
resolutions as set out in the notice for convening the Meeting and at such Meeting (and at any adjournment thereof) to vote
for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

ORDINARY RESOLUTIONS	FOR	AGAINST
1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2004 together with the reports of the directors and auditors thereon.		
2(A). To re-elect Mr. Pang Hong.		
2(B). To re-elect Ms. Fung Wan Yiu, Agnes.		
2(C). To re-elect Mr. Li Kai.		
2(D). To re-elect Mr. Xing Jing.		
2(E). To authorise the board of directors to fix the directors' remuneration.		
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
4(A). To grant a general mandate to the directors to issue and dispose of additional securities of the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.		
4(B). To grant a general mandate to the directors to repurchase securities of the Company not exceeding 10% of the aggregate nominal amount of the relevant class of securities of the Company in issue at the date of passing of this resolution.		
4(C). To extend the general mandate to the directors to allot securities by adding the repurchased securities to the twenty percent general mandate.		
SPECIAL RESOLUTION		
5. To amend the Company's Bye-laws.		

Signature (note 8) _____

Dated this _____ day of _____ 2004.

Notes:-

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 7 below).
2. Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint another person as proxy to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. A member may appoint a proxy in respect of part only of his/her shareholding in the Company.
4. If any proxy other than the Chairman is preferred, strike out "or the Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **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".** Failure to complete the box will entitle your proxy to cast his/her votes at his/her discretion.
6. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the head office and principal place of business of the Company at 29/F., Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, and if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote. The completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
8. 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 seal or under the hand of an officer, attorney or other person duly authorised.

* For identification purpose only