



Media Partners International Holdings Inc.

(Incorporated in Cayman Islands with limited liability)

PROXY FORM

Form of Proxy for use by shareholders at an extraordinary general meeting to be held at 22nd Floor, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong on 13th December, 2004 at 11:00 a.m.

I/We (Note 1) _____ of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of Media Partners International Holdings Inc. hereby appoint the Chairman of the meeting or (Note 3) _____ of _____

as my/our proxy to attend and act for me/us on my/our behalf, at the extraordinary general meeting of the Company (the "Meeting") to be held at 22nd Floor, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong on 13th December, 2004 at 11:00 a.m., or at any adjournment thereof, and to vote for me/us and in my/our name(s) in respect of such resolution(s) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Please indicate with "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note 4).

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	(a) To confirm, approve and ratify the Convertible Bond Agreement. (b) To authorize any director of the Company to take such action, do such things and execute such further documents as such director may, in his opinion, deem necessary or desirable for the purpose of implementing the Convertible Bond Agreement including but not limited to exercise of any power of the Company to issue any shares of the Company which may fall to be issued upon conversion of the Convertible Bond.		
2.	To approve the increase in the authorised share capital of the Company.		

Dated this _____ day of _____ 2004 Signature of Shareholder(s) (Notes 6 and 8) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) 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 in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** Please indicate by an "✓" in the space provided how you wish your votes to be cast. **IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Without such specific directions, the proxy may at his/her discretion vote for or against the resolution or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the meeting.
5. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. This Form of Proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this Form of Proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this Form of Proxy on behalf of the corporation without further evidence of the facts.
7. This Form of Proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch registrar in Hong Kong, Tengis Limited, Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
8. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
9. Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.