



Media Asia Group Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8075)

Form of Proxy for the Annual General Meeting of Media Asia Group Holdings Limited (the “Company”) to be held at Grand Ballroom 5, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Friday, 16 December 2022 at 9:15 a.m. (the “2022 AGM”)

Number of Shares to which this Form of Proxy relates ^(Note 1)	
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I/We ^(Note 2), _____ of _____ being the registered holder(s) of ordinary shares of HK\$0.10 each in the capital of the Company (the “Shares”) **HEREBY APPOINT** ^(Note 3) the chairman of the meeting or _____ of _____ to act as my/our proxy, to attend and act for me/us ^(Note 4) at the 2022 AGM and at any adjournment thereof (as the case may be) and to vote on my/our behalf in respect of the resolutions to be put to the 2022 AGM and its adjournments (as the case may be) as described in the notice of the 2022 AGM to members of the Company (the “Members”) dated 31 October 2022 (the “Notice”) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and adopt the audited financial statements of the Company for the year ended 31 July 2022 and the reports of the directors and the independent auditor thereon		
2.	(A) To re-elect the following directors of the Company (the “Directors”) who will retire, and whom have offered themselves for re-election:		
	(i) Mr. Lui Siu Tsuen, Richard as an executive Director		
	(ii) Mr. Au Hoi Fung as an independent non-executive Director		
	(iii) Mr. Poon Kwok Hing, Albert as an independent non-executive Director		
(B) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration			
3.	To re-appoint Ernst & Young, Certified Public Accountants, as the independent auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional Shares, not exceeding 20% of the number of the total issued Shares at the date of passing this resolution*		
	(B) To grant a general mandate to the Directors to buy back the Shares not exceeding 10% of the number of the total issued Shares at the date of passing this resolution*		
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares under Resolution No. 4A by the addition of the number of the Shares to be bought back by the Company pursuant to Resolution No. 4B*		
5.	(A) To approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 31 October 2022 (the “Circular”))*		
	(B) To approve the adoption of the Service Provider Sublimit (as defined in the Circular)*		
SPECIAL RESOLUTION			
6.	To approve the adoption of the New Bye-laws (as defined in the Circular)*		

* The full text of the above resolutions is set out in the Notice.

Member’s Signature(s) ^(Note 6) _____

Date _____

- Notes:**
- Please insert the number of the Shares. If no number is inserted or the number inserted exceeds the total number of the Shares registered in your name(s), this form of proxy will be deemed to relate to all the Shares registered in your name(s).
 - Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
 - This form of proxy appoints the chairman of the 2022 AGM as your proxy. If you wish to appoint a proxy other than the chairman of the 2022 AGM, you must delete the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialed by the Member who signs it.** If no amendment is made, the chairman of the 2022 AGM shall be deemed to have been appointed as your proxy. A Member entitled to attend and vote at the 2022 AGM convened by the above-mentioned notice is entitled to appoint one or (if the Members holds two or more Shares) more proxies to attend and vote on his/her/its behalf. A proxy need not be a Member. For appointing of more than one proxy, the original form may be photocopied for use.
 - Completion and return of this form of proxy will not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof (as the case may be) should you so wish. In that event, your form of proxy will be deemed to have been revoked.
 - IMPORTANT: If you wish to vote for the resolutions, please put a tick “✓” in the appropriate box under “FOR”. If you wish to vote against the resolutions, please put a tick “✓” in the appropriate box under “AGAINST”. Failure to tick either box will entitle your proxy to vote or abstain at his/her discretion in respect of the relevant resolutions.** Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may at his/her absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may arise at the 2022 AGM.
 - 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 its seal or under the hand of an officer, attorney or other person so authorised.
 - To be valid, this form of proxy, duly signed and completed together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be lodged with the branch share registrar of the Company in Hong Kong, **Tricor Investor Services Limited (the “Registrar”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong** not less than 48 hours before the time appointed for holding the 2022 AGM or its adjournment thereof (as the case may be). **The contact phone number of the Registrar is (852) 2980 1333.** No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjournment in cases where the meeting was originally held within 12 months from such date.
 - Where there are joint holders of any Share, any one of such joint holder may vote at the 2022 AGM or any adjournment thereof (as the case may be), either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the 2022 AGM or any adjournment thereof (as the case may be), 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 Hong Kong branch register of Members in respect of the joint holding.
 - Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, voting on all resolutions set out in the notice of the 2022 AGM will be decided by way of a poll at the 2022 AGM.
 - The Company reserves its rights to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company’s absolute discretion, not material.
 - A Member or his/her/its proxy should produce proof of identity when attending the 2022 AGM. If a corporate Member appoints its representative to attend the 2022 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2022 AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies’) and your voting instructions for the 2022 AGM (the “Purposes”). The Company may transfer your and your proxy’s (or proxies’) name(s) and address(es) to the 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 authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, and any such request should be in writing by mail to the Registrar at the above address.