



# Media Asia Group Holdings Limited

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

(Stock Code: 8075)

IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION COMMERCIAL COURT 2022: No 361  
IN THE MATTER OF MEDIA ASIA GROUP HOLDINGS LIMITED  
AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981 (AS AMENDED) OF BERMUDA

Form for use by the Scheme Shareholders (as defined in the Scheme) at the Court Meeting (as defined in the Scheme) of  
Media Asia Group Holdings Limited (the "Company") to be held at  
Grand Ballrooms 1 and 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong  
on Monday, 13 February, 2023 at 9:00 a.m. (the "Court Meeting")

Number of Scheme Shares to which this Form of Proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup>, \_\_\_\_\_,  
of \_\_\_\_\_,  
being the registered holder(s) of ordinary shares of HK\$0.10 each in the capital of the Company (the "Scheme Shares") HEREBY APPOINT <sup>(Note 3)</sup> the chairman of  
the Court Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy, to attend and act for me/us <sup>(Note 4)</sup> at the Court Meeting and at any adjournment thereof (as the case may be) and to vote on my/our behalf in  
respect of the resolution(s) to be put to the Court Meeting and its adjournments (as the case may be) as described in the notice of the Court Meeting to members of the  
Company (the "Members") dated 12 January, 2023 (the "Notice") as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meanings as those stated in the Notice.

	FOR THE SCHEME <sup>(Note 5)</sup>	AGAINST THE SCHEME <sup>(Note 5)</sup>
As my/our proxy to attend the Court Meeting of the Scheme Shareholders convened at the direction of the Supreme Court of Bermuda to be held at Grand Ballrooms 1 and 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Monday, 13 February, 2023 and any adjournment thereof for the purpose of considering and, if thought fit, approving (with or without modification) the scheme of arrangement referred to in the notice convening the Court Meeting (the "Scheme") and at such Court Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) for the Scheme (with or without modifications), as my/our proxy may approve or against the Scheme as hereunder indicated.		

Member's Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

Date \_\_\_\_\_

- Notes:
- Please insert the number of the Scheme Shares. If no number is inserted or the number inserted exceeds the total number of the Scheme 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 Court Meeting as your proxy. If you wish to appoint a proxy other than the chairman of the Court Meeting, you must delete the words "the chairman of the Court 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 initiated by the Member who signs it. If no amendment is made, the chairman of the Court Meeting shall be deemed to have been appointed as your proxy. 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 Court Meeting 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 Scheme, please put a tick "✓" in the appropriate box under "FOR THE SCHEME". If you wish to vote against the Scheme, please put a tick "✓" in the appropriate box under "AGAINST THE SCHEME". Failure to tick either box will entitle your proxy to vote or abstain at his/her discretion in respect of the relevant resolution(s).** 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 Court Meeting.  
**IMPORTANT: EACH HOLDER OF SCHEME SHARES (OTHER THAN HKSCC NOMINEES LIMITED) IS ONLY ENTITLED TO SUBMIT ONE PROXY FORM FOR THE COURT MEETING. IF MORE THAN ONE PROXY FORM FOR THE COURT MEETING IS SUBMITTED BY A HOLDER OF SCHEME SHARES (OTHER THAN HKSCC NOMINEES LIMITED) AND THE VOTING INSTRUCTIONS REQUIRE THE PROXIES TO VOTE BOTH FOR AND AGAINST THE SCHEME, THE CHAIRMAN OF THE COURT MEETING SHALL BE AT LIBERTY TO REJECT THOSE PROXY FORMS. IF MORE THAN ONE PROXY FORM FOR THE COURT MEETING IS SUBMITTED BY A HOLDER OF SCHEME SHARES (OTHER THAN HKSCC NOMINEES LIMITED) AND THE VOTING INSTRUCTIONS REQUIRE THE PROXIES TO VOTE EITHER FOR OR AGAINST THE SCHEME BUT NOT TO VOTE BOTH FOR AND AGAINST THE SCHEME, THE CHAIRMAN SHALL HAVE ABSOLUTE DISCRETION AS TO WHETHER OR NOT TO ACCEPT THOSE PROXY FORMS.**
  - 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 Court Meeting 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 Scheme Share, any one of such joint holder may vote at the Court Meeting or any adjournment thereof (as the case may be), in person or by proxy, in respect of such Scheme Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Court Meeting 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 Court Meeting will be decided by way of a poll at the Court Meeting.
  - 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 Court Meeting. If a corporate Member appoints its representative to attend the Court Meeting, 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 Court Meeting.

#### 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 Court Meeting (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.