



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 Special General Meeting 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 9:15 a.m. (the “SGM”)

Number of MAGHL 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 “MAGHL Shares”) HEREBY APPOINT ^(Note 3)
the chairman of the SGM or _____
of _____
to act as my/our proxy, to attend and act for me/us ^(Note 4) at the SGM 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 SGM and its adjournments (as the case may be) as described in the notice of the SGM to members of the Company (the “Members”) dated 12 January, 2023 (the “SGM 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 SGM Notice.

		FOR ^(Note 5)	AGAINST ^(Note 5)
SPECIAL RESOLUTION*			
1.	To approve the reduction of the issued share capital of the Company by the cancellation of the Scheme Shares.		
ORDINARY RESOLUTION*			
2.	To approve (a) subject to and immediately following the cancellation of the Scheme Shares, the issued share capital of the Company shall be increased to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new MAGHL Shares as is equal to the number of Scheme Shares cancelled, credited as fully paid, by the application of the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par such new MAGHL Shares; and (b) the authorisation of any one director of the Company to do all acts and things and/or sign such documents considered by him to be necessary for the implementation of the Scheme.		

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

Member’s Signature(s) ^(Note 6) _____

Date _____

Notes:

- Please insert the number of the MAGHL Shares. If no number is inserted or the number inserted exceeds the total number of the MAGHL Shares registered in your name(s), this form of proxy will be deemed to relate to all the MAGHL 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 SGM as your proxy. If you wish to appoint a proxy other than the chairman of the SGM, you must delete the words “the chairman of the SGM 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 initialled by the Member who signs it.** If no amendment is made, the chairman of the SGM shall be deemed to have been appointed as your proxy. A Member entitled to attend and vote at the SGM convened by the SGM Notice is entitled to appoint one or (if the Members holds two or more MAGHL 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 SGM 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 SGM.
- 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 SGM 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 MAGHL Share, any one of such joint holder may vote at the SGM or any adjournment thereof (as the case may be), either in person or by proxy, in respect of such MAGHL Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the SGM 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 SGM will be decided by way of a poll at the SGM.
- 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 SGM. If a corporate Member appoints its representative to attend the SGM, 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 SGM.

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 SGM (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.