



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 Ballroom 5, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Road, Aberdeen, Hong Kong
on Friday, 18 December 2020 at 8:45 a.m. (the “SGM”)**

Number of Shares to which this
Form of Proxy relates ^(Note 1)

I/We ^(Note 2), _____,
of _____,
being the registered holder(s) of ordinary shares of HK\$0.01 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 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 (the “Notice of SGM”) to members of the Company (the “Members”) dated 30 November 2020 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 of SGM.

ORDINARY RESOLUTIONS*		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve the proposed consolidation of every ten (10) issued and unissued existing shares in the share capital of the Company into one (1) Consolidated Share and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.		
2.	To approve the Increase in Authorised Share Capital.		
3.	To approve, confirm and ratify the Loan Capitalisation Agreement and the transactions contemplated thereunder and the implementation thereof and the grant of the specific mandate for the allotment and issue of the Capitalisation Shares and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.		
4.	To approve the Open Offer on the basis of one (1) Offer Share for every three (3) Consolidated Shares held as at the Record Time and the Underwriting Agreement, and the transactions contemplated thereunder, and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.		
5.	To approve the issue of the Fee Shares and the grant of the specific mandate for the allotment and issue of the Fee Shares and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.		

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

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 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 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 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 above-mentioned notice is entitled to appoint one or (if the Member holds two or more Shares) more proxies to attend and vote on his/her/its behalf. A proxy need not be a Member.
 - 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 or a photocopy thereof, 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, **Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong** not less than 48 hours before the time appointed for holding the SGM or its adjournment thereof (as the case may be). 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 registered holders of any Shares, any one of such joint holders may attend and vote at the SGM or any adjournment thereof (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the SGM or any adjournment thereof (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the register/Hong Kong branch register of members of the Company in respect of such Shares will alone be entitled to vote in respect thereof.
 - 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 correctness 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 name and address is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the SGM (the “Purposes”). Your and your proxy’s name and address may be transferred to the agent, contractor, or third party service provider who provides administrative, computer and other services to the Company 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 name and address 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 in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.