

SinoMedia[®]

SINOMEDIA HOLDING LIMITED 中視金橋國際傳媒控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00623)

(the “Company”)

PROXY FORM

for the Annual General Meeting of the Company to be held on 8 June 2022

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares in the capital of the Company
hereby appoint the chairman of the annual general meeting of the Company, or ⁽³⁾ _____
of _____

as my/our proxy to attend and vote for me/us in my/our name and on my/our behalf at the annual general meeting of the Company (“Meeting”) to be held at Room 1301, 13/F, Tower One, Lippo Centre, Tower Two, No. 89 Queensway, Admiralty, Hong Kong on 8 June 2022, Wednesday, at 3:00 p.m. (and at any adjournment thereof) for the purpose of considering, and if thought fit, passing the resolutions as set out in the notice convening the Meeting (“Notice”) and at such Meeting (and any adjournment thereof) vote for me/us in my/our name(s) and on my/our behalf in respect of the following resolutions as indicated below; and if no such indication is given, as my/our proxy(ies) think(s) fit:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and independent auditors (the “Auditors”) of the Company for the year ended 31 December 2021.		
2.	To declare a final dividend of 4.00 HK cents per ordinary share of the Company (“Share”) for the year ended 31 December 2021 to be paid out of the distributable profits of the Company to the shareholders of the Company whose names appear on the register of members of the Company on 17 June 2022.		
3.	To re-appoint Messrs. KPMG as the Auditors and to authorise the board of Directors to fix the Auditors’ remuneration.		
4.	(a) To re-elect Ms. Liu Jinlan as an executive Director.		
	(b) To re-elect Mr. Li Zongzhou as an executive Director.		
	(c) To re-elect Dr. Zhang Hua as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2025.		
5.	To authorise the board of Directors to fix the Directors’ remuneration.		
6.	To grant the general mandate (the “General Mandate”) to the Directors to issue or otherwise deal with unissued Shares as set out in item 6 of the Notice.		
7.	To grant the buy-back mandate (the “Buy-back Mandate”) to the Directors to buy back the Shares as set out in item 7 of the Notice.		
8.	To approve the addition to the General Mandate of the number of Shares bought back by the Company under the prevailing Buy-back Mandate as set out in item 8 of the Notice.		

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The name of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).

3. If you wish to appoint a proxy other than the chairman of the Meeting, please strike out “the chairman of the Meeting, or” and insert the name and address of the person you wish to appoint in **BLOCK CAPITALS** in the space provided. If you are a holder of two or more shares of the Company, you may appoint one or more proxies to attend and vote at the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “√” IN THE APPROPRIATE BOX(ES) MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A “√” IN THE APPROPRIATE BOX(ES) MARKED “AGAINST” BESIDE THE RESOLUTION.** In the absence of any such indication, the proxy(ies) will be entitled to cast his/her vote(s) or will abstain at his/her discretion. Your proxy(ies) will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders, 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 registered holder(s). For this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant holding.
7. To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s share registrar in Hong Kong at Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from physically attending and voting in person at the Meeting if you so wish (subject to any government prescribed epidemic control measures where physical attendance may be denied or restricted), but your proxy’s authority to vote on a resolution is to be regarded as revoked if you attend in person at the Meeting and vote on that particular resolution.
8. The Company reserves its right to treat any proxy form which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
9. The Company reserves its right to request (i) any member or his/her/its proxy to produce proof of identity when attending the Meeting; and (ii) any representative of a corporate member to produce proof of identity and a copy of the resolution of the board of directors or other governing body or power of attorney of that member appointing such representative to attend the Meeting.
10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice will be decided by poll at the meeting.

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the Meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the Meeting that either of the above mentioned warnings is to be issued within the next two hours, the Meeting will be adjourned. The Company will publish an announcement to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“**PDPO**”), which includes the name(s) and address(es) of you and your proxy(ies).

Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “**Purposes**”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar Boardroom Share Registrars (HK) Limited, our 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 authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/Boardroom Share Registrars (HK) Limited at the above address.