



新傳媒集團控股有限公司  
NEW MEDIA GROUP HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 708)

FORM OF PROXY  
General Meeting (“GM”) – 13 February 2015 (Friday)

Number of shares to which this proxy form relates (Note 1)	
--	--

I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of New Media Group Holdings Limited (the “Company”), HEREBY APPOINT (Note 3)  
\_\_\_\_\_

of \_\_\_\_\_  
or failing him/her, the Chairman of the GM as my/our proxy to vote and act for me/us at the GM and at any adjournment thereof to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 13 February 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the GM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Please put a “✓” in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To consider and approve the Property Disposal Agreement and the transactions contemplated thereunder.		
2.	To consider and approve the Leaseback Agreement and the transactions contemplated thereunder.		
3.	To consider and approve the New Media 9.99% Share Disposal Agreement and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signed: (Note 6) \_\_\_\_\_

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the GM will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the GM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the GM other than those referred to in the Notice of GM.
- The full text of the above Resolutions is set out in the Notice of GM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for the holding of the GM and any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the GM.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. The Company may not be able to process your appointment of proxy and instructions if you fail to provide sufficient information.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of the Company’s Hong Kong Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.