



中國傳媒影視控股有限公司*
China Media and Films Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8172)

PROXY FORM

Form of proxy for use by the shareholders of China Media and Films Holdings Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Macau Jockey Club, 1/F Function Room, 1st Floor China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 10 June 2014 at 4:00 p.m. (or any adjournment thereof).

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares
of HK\$0.01 each of the Company hereby appoint the chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Macau Jockey Club, 1/F Function Room, 1st Floor China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 10 June 2014 at 4:00 p.m. and at any adjournment thereof and to vote on my/our behalf, with or without amendment or modification, as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

| | | FOR | AGAINST |
|----|---|-----|---------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company for the year ended 31 December 2013 | | |
| 2. | (a) To re-elect Mr. Heung Wah Keung as an executive Director | | |
| | (b) To re-elect Mr. Leung Wai Man as an executive Director | | |
| | (c) To re-elect Mr. Fung Wai Ching as an independent non-executive Director | | |
| | (d) To authorise the board of Directors to fix the Directors’ remuneration | | |
| 3. | To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditor and to authorise the board of Directors to fix its remuneration | | |
| 4. | To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company’s shares (the “Shares”) | | |
| 5. | To grant a general mandate to the Directors to repurchase the Shares | | |
| 6. | To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4 | | |
| 7. | To approve the adoption of the new share option scheme of the Company | | |
| 8. | To approve the change of the English name of the Company from “China Media and Films Holdings Limited” to “China Star Cultural Media Group Limited” and the Chinese name of the Company “中國星文化產業集團有限公司” to be adopted to replace “中國傳媒影視控股有限公司” for identification purpose only | | |

Dated the _____ day of _____ 2014

Shareholder’s signature _____ (notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b 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 capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at hi/hers discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

* for identification purpose only