



# ASIA TELEMEDIA LIMITED

(In Liquidation)

## 亞洲電信媒體有限公司

(清盤中)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

### PROXY FORM

for use at the Extraordinary General Meeting to be held on 21 July 2011 (or at any adjournment thereof)

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> shares of HK\$0.20 each (the "Shares") in the capital of ASIA TELEMEDIA LIMITED (IN LIQUIDATION) (the "Company"), hereby appoint THE CHAIRMAN OF THE MEETING or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy(ies) to attend and, in the event of a poll, to vote for me/us at the Extraordinary General Meeting or any adjournment thereof of the Company (the "EGM") to be held at the Auditorium, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on 21 July 2011 at 11:30 a.m. in respect of the resolutions referred to in the notice of the EGM in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
Resolution No. 1 as set out in the notice of the EGM. (To approve the holding of AGM)		
Resolution No. 2 as set out in the notice of the EGM. (To consider and approve the financial statements and the reports of the Joint and Several Liquidators and auditors for the four years ended 31 December 2007, 2008, 2009 and 2010)		
Resolution No. 3 as set out in the notice of the EGM. (To ratify the appointment of auditors)		
Resolution No. 4 as set out in the notice of the EGM. (To approve the re-appointment of auditors)		
Resolution No. 5 as set out in the notice of the EGM. (To approve the Restructuring Agreement)		
Resolution No. 6 as set out in the notice of the EGM. (To approve the Capital Restructuring (other than the Capital Reduction))		
Resolution No. 7 as set out in the notice of the EGM. (To approve the Subscription Agreement)		
Resolution No. 8 as set out in the notice of the EGM. (To approve the Whitewash Waiver)		
Resolution No. 9 as set out in the notice of the EGM. (To approve the Special Deals)		
Resolution No. 10 as set out in the notice of the EGM. (To remove all existing Directors)		
Resolution No. 11 as set out in the notice of the EGM. (To appoint Mr. Ko Chun Shun, Johnson, Mr. Tsoi Tong Hoo, Tony, Miss Ko Wing Yan, Samantha, Ms. Angelina Kwan, Mr. Zhang Binghua, Mr. Chen Shengjie, Mr. Liu Zhengui, Mr. Ding Hebai and Mr. Chu Chung Yue, Howard as Directors)		
Resolution No. 12 as set out in the notice of the EGM. (To grant a general mandate to the Directors to allot, issue and deal with additional shares in the Company)		
Resolution No. 13 as set out in the notice of the EGM. (To adopt the Share Option Scheme)		
<b>SPECIAL RESOLUTIONS</b>		
Resolution No. 14 as set out in the notice of the EGM. (To approve the Capital Reduction)		
Resolution No. 15 as set out in the notice of the EGM. (To amend the Articles of Association)		

Date: \_\_\_\_\_

Signature <sup>(note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company, but must attend the meeting in person to represent you. If any proxy other than the Chairman of the EGM is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred in the notice of the EGM.
- 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 executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, (if any), under which it is signed or a certified copy thereof must be delivered to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment meeting (as the case may be).
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the company in respect of such Shares shall alone be entitled to vote in respect thereof.
- Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the EGM or at any adjourned meeting (as the case may be) or upon the poll concerned if they so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
- The notice of the EGM is set out in the Company's circular dated 28 June, 2011.