



**Starrise Media Holdings Limited**  
**星宏傳媒控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1616)**

**Form of proxy for use at the Extraordinary General Meeting  
(or at any adjournment thereof)**

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of Starrise Media Holdings Limited (the “Company”) to be convened and held Building A10, 50 Anjialou, Chaoyang District, Beijing, the PRC on Tuesday, 26 November 2019 at 2:00 p.m.

I/We (Note a) \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (Note b) shares of US\$0.01 each in the capital of the Company, HEREBY APPOINT the Chairman of the Meeting or (Note c) \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (Note c) at the Meeting and/or at any adjournment thereof (as the case maybe) and on a poll to vote on my/our behalf and to vote on my/our behalf as directed below.

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 8 November 2019 unless the context requires otherwise.

Ordinary Resolution		For (Note d)	Against (Note d)
1.	To approve, confirm and ratify the Sale and Purchase Agreement and all transactions contemplated thereunder; and to authorise any director of the Company to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable to implement and/or give effect to the Sale and Purchase Agreement or any transactions contemplated thereunder and all other matters incidental there to or in connection therewith.		

Dated \_\_\_\_\_

Signature (Notes e to h) \_\_\_\_\_

**Notes:**

- a. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of shares of US\$0.01 each 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).
- c. A proxy need not be a member of the Company but must attend the meeting in person to represent you. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- d. **IMPORTANT: IF YOU WISH TO VOTE “FOR” ANY OF THE MATTERS, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE “AGAINST” ANY OF THE MATTERS, TICK IN THE BOX MARKED “AGAINST”.** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- e. This form of proxy must be signed by a member of the Company, or his attorney duly authorised in writing, or if the member is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorised.
- f. 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 holders 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.
- g. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e 2:00 p.m. on Sunday, 24 November 2019) or any adjourned meeting thereof (as the case may be).
- h. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case maybe) if you so wish.