

mediachina

C O R P O R A T I O N L I M I T E D

華 億 傳 媒 有 限 公 司

MEDIA CHINA CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

EXTRAORDINARY GENERAL MEETING ON FRIDAY, 10 FEBRUARY 2012

FORM OF PROXY

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____ ordinary shares of HK\$0.10 each in the capital of Media China Corporation Limited (the “**Company**”), hereby appoint the chairman (the “**Chairman**”) of the Meeting or _____
of _____
to act as my/our proxy/proxies ^(Note c) at the extraordinary general meeting of the Company to be held at Empire Room 1, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on [10 February 2012 (Friday) at 10:00 a.m. (the “**Meeting**”) (or at any adjournment thereof) and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy/proxies think(s) fit.

Please mark a “✓” mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note d).

ORDINARY RESOLUTIONS [#]		FOR	AGAINST
1.	To approve the Refreshment of General Mandate (as defined in the Circular of the Company dated 20 January 2012) to allot, issue and otherwise deal with the Shares of the Company		
2.	To increase the authorized Share Capital of the Company		

[#] The full details of the resolution are indicated in the notice of Extraordinary General Meeting dated 20 January 2012

Dated the _____ day of _____ 2012

Shareholder's signature _____ ^(Notes e, f, g, h and i)

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the issued share 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 another person other than the Chairman of the Meeting as your proxy, please delete the words “Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
- (d) If this form returned in duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain his/her discretion in respect of the resolutions. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than 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 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.
- (f) The form of proxy must be signed by a shareholder, or his/her attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- (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 offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the Meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialed by the person who signed the form.
- (i) Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.