



中國三三傳媒集團有限公司

CHINA 33 MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8087)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 4 May 2012 at 10:30 a.m. (or any adjournment thereof)

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares ("Shares") of US\$0.001 each
of China 33 Media Group Limited ("Company") hereby appoint the chairman of the annual general meeting ("Meeting") of the Company
or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 4 May 2012 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

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

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011		
2.	(a) To re-elect Mr. Lin Pintong as executive director of the Company		
	(b) To re-elect Mr. Ruan Deqing as executive director of the Company		
	(c) To re-elect Mr. Gao Xingbo as independent non-executive director of the Company		
	(d) To authorise the board of directors of the Company to fix the remuneration of the directors		
3.	To re-appoint Ernst & Young as the auditors of the Company for the year ending 31 December 2012 and to authorise the board of directors of the Company to fix their remuneration		
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued shares in the capital of the Company not exceeding 20% of the issued share capital of the Company		
5.	To grant a general mandate to the directors of the Company to purchase the Company's shares up to 10% of the issued share capital of the Company		
6.	To add the nominal amount of the shares repurchased by the Company to the general mandate granted to the directors under resolution no. 4		

Dated this _____ day of _____ 2012.

Shareholder's signature x _____ x (notes e to j)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- 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 share capital of the Company registered in your name(s).
- 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 annual general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his 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 his discretion.
- In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she 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 in respect of such share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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 notarially certified copy of such power or authority must be deposited with the Hong Kong branch share registrar and transfer office ("Branch Registrar") of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from 3 May 2012 to 4 May 2012 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on 2 May 2012.
- Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person who signs the form.