采藝多媒體控股有限公司
Brilliant Arts Multi-Media Holding Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8130)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") of Brilliant Arts Multi-Media Holding Limited (the "Company") to be held at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong at 4:30 p.m. on Monday, 30 March 2009 and at any adjournment thereof.

I/We[note a] ____________________

of ____________________

being the holder(s) of ____________________ [note b] shares of HK$0.01

each in 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 Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong at 4:30 p.m. on Monday, 30 March 2009 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the "**Notice**") convening the Meeting and sent to me/us with the circular of the Company dated 5 March 2009 and (and at any adjournment thereof) to vote for me/us and in my/our name(s) at the Meeting in respect of the resolutions as indicated below[note d].

	Resolutions	For	Against
(1)	To approve the Change of Domicile and the adoption of the new memorandum of continuance and bye-law of the Company		
(2)	To approve the Contributed Surplus Account, the Cancellation and Transfer of Share Premium Account and the Cancellation and Transfer of Distributable Capital Reduction Reserve		
(3)	To approve the Capital Reorganisation		
(4)	To approve the refreshment of the Scheme Mandate Limit		

Dated the ______________ day of ______________ 2009   Shareholder's signature ____________________ *(notes e, f, g and h)*

Notes:

a Please insert full name(s) and address(es) 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 boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes 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 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. A proxy will also be entitled to vote at his discretion on any resolutions 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, or his 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 with Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, 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.