



CMMB
VISION

CMMB VISION HOLDINGS LIMITED
中國移動多媒體廣播控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 471)

FORM OF PROXY

Form of proxy for use by the shareholders at the extraordinary general meeting (the “Meeting”) of CMMB Vision Holdings Limited (the “Company”) to be held at President Room, The American Club, Floor 48, Exchange Square Two, Central Hong Kong on 7 September 2012 at 2:30 p.m. or any adjournment thereof

I(We)(a) _____

of _____

being the holder(s) of _____ shares(b) of HK\$0.01 each of the Company, hereby appointed the Chairman of the Meeting

or _____

of _____

to act as my/our proxy(c) at the Meeting to be held at President Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on 7 September 2012 at 2:30 p.m. or 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 (d)	AGAINST (d)
1.	(a) To approve, ratify and confirm the Share Purchase Agreement (as defined in the circular of the Company dated 17 August 2012 (“Circular”)) and the transaction contemplated thereunder; and		
	(b) To approve and authorise any one Director and/or the company secretary of the Company to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Share Purchase Agreement and the transaction contemplated thereunder.		
2.	To approve the grant of a specific mandate for the allotment and issue of the Consideration Shares (as defined in the Circular) and the Conversion Shares (as defined in the Circular) to be issued upon conversion of the Convertible Notes (as defined in the Circular), conditional upon the passing of ordinary resolutions 1(a) and (b), and the Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares and the Conversion Shares (as defined in the Circular).		
3.	To approve the Share Consolidation (as defined in the Circular).		
4.	To approve the refreshment of the Scheme Mandate Limit (as defined in the Circular).		

Dated this _____ day of _____ 2012

Shareholder’s signature _____ (e, f, g and h)

Notes:

- Full name(s) and address (es) are to be inserted in **BLOCK CAPITALS**. 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 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 Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
- 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 resolutions set out above, please tick (“/”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions set out above, 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 resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- 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.
- 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 at the offices of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- 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 if you so wish.
- Unless otherwise specified in herein, capitalised terms used in this proxy form shall have the same meaning as those defined in the circular of the Company dated 17 August 2012.