



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 ANNUAL GENERAL MEETING TO BE HELD ON 28 MAY 2021

I/We (Name) _____ (Block capitals, please) of
(Address) _____
being the holder(s) of _____ (see Note 1) shares of US\$0.01 each in the capital of Starrise Media Holdings Limited
(the "Company") hereby appoint (Name) _____ of
(Address) _____ or failing him/her
(Name) _____ of
(Address) _____ or
failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People's Republic of China on Friday, 28 May 2021 at 2:00 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For (see Note 3)	Against (see Note 3)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors of the Company for the year ended 31 December 2020.		
2.	(a) To re-elect the following persons as Directors:		
	(i) Mr. LIU Zongjun as an executive Director;		
	(ii) Mr. HE Han as an executive Director; and		
	(iii) Ms. LIU Chen Hong as an independent non-executive Director.		
	(b) To authorise the board of Directors to fix their remuneration.		
3.	To re-appoint KPMG Certified Public Accountants as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4.	(A) To give a general mandate and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of shares of the Company in issue at the date of passing of the resolution.		
	(B) To give a general mandate and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the total number of shares of the Company in issue at the date of passing of the resolution.		
	(C) To extend the authority given to the Directors pursuant to ordinary resolution numbered 4(A) to issue shares by adding the number of shares repurchased under ordinary resolution numbered 4(B).		

Dated this _____ day of 2021 _____ Signature(s) _____ (see Note 5)

Notes:

- 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 member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- In order to be valid, this form of proxy together with the power of attorney or authority (if any) under which it is signed, or notarially certified copy of such power of attorney authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours (i.e. before Wednesday, 26 May 2021 at 2:00 p.m. before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purpose and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/ Tricor Investor Services Limited at the above address.