



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 the Extraordinary General Meeting
(or at any adjournment thereof)**

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of Starrise Media Holdings Limited (the “Company”) to be convened and held Building A10, 50 Anjialou, Chaoyang District, Beijing, the PRC on Wednesday, 16 June 2021 at 2:00 p.m..

I/We (Note a) _____
being the registered holder(s) of _____ (Note b) shares of US\$0.01 each in the capital
of the Company, HEREBY APPOINT the Chairman of the Meeting or (Note c) _____
of _____
to act as my/our proxy (Note c) at the Meeting and/or at any adjournment thereof (as the case maybe) and on a poll to vote on my/our behalf and to vote
on my/our behalf as directed below.

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 28 May 2021 unless the context requires otherwise.

Ordinary Resolution		For (Note d)	Against (Note d)
1.	To approve, confirm and ratify the 3rd Extension Agreement and all transactions contemplated thereunder and the Outstanding Bonds as modified under the 3rd Extension Agreement (collectively as the New Arrangements), including the Extension Specific Mandate for the allotment and issuance of the Conversion Shares upon full conversion of the Outstanding Bonds at the Conversion Price under the New Arrangement; and to authorise any director of the Company to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable to implement and/or give effect to the 3rd Extension Agreement, the New Arrangements or any transactions contemplated thereunder and all other matters incidental there to or in connection therewith.		
2.	To approve, confirm and ratify the Transfer Agreement and all transactions contemplated thereunder, including the issuance of the Aim Right Bonds on the same terms as the Outstanding Bonds and the Aim Right Specific Mandate for the allotment and issuance of the Conversion Shares upon full conversion of the Aim Right Bonds at the Conversion Price pursuant to the terms of the Aim Right Bonds; and to authorise any director of the Company to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable to implement and/or give effect to the Transfer Agreement or any transactions contemplated thereunder and all other matters incidental there to or in connection therewith.		

Dated _____

Signature (Notes e to h) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of US\$0.01 each 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 Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE “FOR” ANY OF THE MATTERS, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE “AGAINST” ANY OF THE MATTERS, TICK IN THE BOX MARKED “AGAINST”.** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by a member of the Company, or his attorney duly authorised in writing, or if the member is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorised.
- 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.
- In order to be valid, the form of proxy together with the 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. Monday, 14 June 2021 at 2:00 p.m.) or any adjourned meeting thereof (as the case may be).
- 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 (as the case maybe) if you so wish.

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 Purposes 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.