



A8 New Media Group Limited
A8新媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 800)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
(OR ANY ADJOURNMENT THEREOF)**

TO BE HELD ON FRIDAY, 12 AUGUST 2016 AT 10:30 A.M.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in
the share capital of A8 New Media Group Limited (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3)
or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the
“EGM”) of the Company to be held at 23/F, A8 Music Building, No.1002 Keyuan Road, Hi-tech Park, Nanshan District, Shenzhen,
the PRC on Friday, 12 August 2016 at 10:30 a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION	FOR	AGAINST
To approve, confirm and ratify the SP Agreement (as defined and described in the circular of the Company dated 27 July 2016 (“Circular”)) and to approve the formation of the joint venture company between 深圳市雲海情天文化傳播有限公司, a wholly-owned subsidiary of the Company, and 深圳市浩祥投資有限公司 (“JV Formation”) as a result of the completion of the Acquisition (as defined in the Circular) and to authorise one of the directors of the Company to take all steps as he/she may in his/her discretion consider as necessary, expedient or desirable to implement or give effect to the SP Agreement and the transactions contemplated thereunder and the JV Formation.		

Date: _____ 2016 Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint more than one proxy to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOXES MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. A proxy will also be entitled to vote on any amendment of a resolution put to the EGM for which it is given as the proxy thinks fit.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In the case of joint holders of a Share, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**