

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (THE “EGM”)

I/We, (Note 1) _____ of _____

_____ being the registered holder(s) of (Note 2) _____ shares of HK\$1.00 each in the share capital of Next Media Limited (the “Company”), HEREBY APPOINT (Note 3) THE CHAIRMAN OF THE EGM or _____ of _____

_____ as my/our proxy to act for me/us at the EGM (or at any adjournment thereof) of the Company, to be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Wednesday, 15 January 2014 at 3:00 p.m. for the purpose of considering the special resolution set out in the Notice convening the EGM and at such EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereinafter indicated, and if no such indication is given as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve the Reduction of Share Premium Account and related matters.		

Signature (Note 5): _____

Date: _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
3. If any proxy other than the Chairman of the EGM is appointed, strike out “THE CHAIRMAN OF THE EGM or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK (“√”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK (“√”) IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote or to abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notice of EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the registered office of the Company at 1st Floor, 8 Chun Ying Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof.
7. In the case of joint holders of a share, 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 in the Register in respect of the joint holding, the first named being the senior.
8. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 1:00 p.m. on 15 January 2014 and/or the Hong Kong Observatory has announced at or before 1:00 p.m. on 15 January 2014 that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 1:00 p.m. to 3:00 p.m. and in such case the EGM shall be held at 3:00 p.m. on that Business Day at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong. “Business Day”, in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business.