



# A8 DIGITAL MUSIC HOLDINGS LIMITED

## A8 電媒音樂控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 800)

### FORM OF PROXY FOR THE EXTRAORDINARY MEETING TO BE HELD ON WEDNESDAY, 18 JUNE 2014, AT 10:30 A.M.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01  
each in the share capital of A8 Digital Music Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting <sup>(Note 3)</sup>  
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 meeting (the “EGM”) of the  
Company to be held at Suites 903-905, 9/F Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 June 2014 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 <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	the conditional subscription agreement (the “Subscription Agreement”) dated 9 April 2014 entered into between Phoenix Success as subscriber and Duomi Music as issuer, pursuant to which Duomi Music shall conditionally issue, and Phoenix Success shall conditionally subscribe for, the convertible note(s) (the “Convertible Note”) by cash consideration with an aggregate principal amount of US\$22,910,000 in two tranches, which entitles Phoenix Success to convert the whole or part of such principal amount of the Convertible Note into the new shares to be issued by Duomi Music at such conversion price to be determined in accordance with the terms of the Convertible Note (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.		
2.	any one director of the Company be and is hereby authorized to do all such things and acts as he/she may in his/her discretion considers as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the subscription for the Convertible Note, and the taking of all necessary actions to implement the transaction contemplated under the Subscription Agreement.		

Date: \_\_\_\_\_ 2014 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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 at 17M 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**