



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 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 24 MAY 2013, 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 Digital Music Holdings 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 annual general meeting (the “AGM”) of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2013 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 RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and auditors for the year ended 31 December 2012.		
2.	(a) To re-elect Mr. Liu Xiaosong as an executive Director.		
	(b) To re-elect Mr. Chan Yiu Kwong as an independent non-executive Director.		
	(c) To authorize the board of Directors (the “Board”) to fix the respective Directors’ remuneration.		
3.	To appoint Ernst & Young as auditors and to authorize the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to repurchase shares of the Company (the “Shares”) not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to issue additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue additional Shares under resolution 5 by the aggregate nominal amount of the Shares repurchased by the Company under resolution 4.		
7.	To refresh the 10 percent mandate (the “Refreshed Scheme Mandate”) under the share option scheme (the “Share Option Scheme”) adopted by the Company pursuant to an ordinary resolution of all the then shareholders of the Company passed on 26 May 2008 and to authorise the Directors or a duly authorised committee thereof to grant share options within the Refreshed Scheme Mandate under the Share Option Scheme and to allot, issue and deal with the Shares pursuant to the exercise of such share options granted under the Share Option Scheme.		

Date: _____ 2013 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 AGM 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 AGM 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 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 AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**