

APPENDIX II—FORM OF PROXY

AIRMEDIA GROUP INC.
(Incorporated in the Cayman Islands with limited liability)

PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We _____ being a member of the above Company with _____ shares¹ HEREBY APPOINT the Chairman of the Extraordinary General Meeting² or failing him _____ of _____ to be my/our proxy to vote for me/us at the Extraordinary General Meeting of the Company to be held on the 27th day of May, 2019, and at any adjournment thereof. My proxy is instructed to vote on a poll or on a show of hands on the resolutions in respect of the matters specified in the notice of the extraordinary general meeting as indicated below:

(Any restrictions on voting to be inserted here.)

	RESOLUTION	FOR ³	AGAINST ³	ABSTAIN ³
1.	It is resolved as a special resolution that the name of the Company be changed from "AirMedia Group Inc." to "AirNet Technology Inc."			
2.	It is resolved as a special resolution that the amended and restated memorandum and articles of association of the Company currently in effect be amended and restated by the deletion in its entirety and the substitution in its place of the Second Amended and Restated Memorandum and Articles of Association attached as Appendix III of the notice of extraordinary general meeting dated April 17, 2019.			

Signed this _____ day of _____, 2019
Member⁴

¹ Please insert the number and type of shares registered in your name(s) to which this proxy relates. If no specific information is inserted, this form of proxy will be deemed to relate to all the shares in the Company in your name(s).

² If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "**the Chairman of the Extraordinary General Meeting or failing him**" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**

³ **IMPORTANT: If you wish to vote for the resolution, tick the box marked "FOR". If you wish to vote against the resolution, tick the box marked "AGAINST". If you wish to abstain from voting on the resolution, tick the box marked "ABSTAIN".**

⁴ This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized to sign the same.