



BEIJING MEDIA CORPORATION LIMITED

北青傳媒股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1000)

Proxy Form for the Extraordinary General Meeting to be held on Friday, 25 September 2009

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of RMB1.00 each in the capital of
Beijing Media Corporation Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3)
or _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company
to be held 2:00 p.m. on Friday, 25 September 2009 at 21st floor, Beijing Youth Daily Agency, Building A,
No.23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the People's Republic of China ("PRC"), and
any adjournment thereof, for the purposes of considering and, if thought fit, passing the resolutions as set out
in the notice convening the EGM and at the EGM and any adjournment thereof, to vote for me/us and in my/our
name(s) in respect of the resolution as indicated below ^(Note 4):

Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)
THAT the execution of and performance by the Company of its obligations under the Framework Guarantee Agreement dated 22 July 2009 and entered into between the Company and Beijing China Open Promotion Company Limited ("COL") in relation to the provision of guarantees by the Company to COL in the maximum outstanding balance amount not exceeding RMB224,700,000, which includes the maximum principal amount of RMB209,100,000 and the estimated accrued interest in the amount of RMB15,600,000, for a term commencing on the date of the EGM and ending on 30 September 2010, be and are hereby approved, ratified and confirmed; and THAT any one Director be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Framework Guarantee Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.		

Date: _____ 2009

Signature(s): ^(Note 5) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the number of share(s) (including domestic shares, and H 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 shares registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, strike out the words "**THE CHAIRMAN OF THE EGM**" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 hand of its director(s) or duly authorized attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other document(s) of authorization must be notarized.
- In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the EGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- In order to be valid, the form of proxy together with the power of attorney or other document(s) of authorization (if any) must be deposited with, (i) in the case of holders of domestic shares and, the registered address of the Company at 21st floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC; or (ii) in the case of holders of H shares, Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1806-1807, 18th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the EGM if he so wishes.
- Shareholders or their proxies attending the EGM shall produce their identity documents.