



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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 15 MAY 2013

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ domestic shares/H shares^(Note 2) of RMB1.00 each in the share capital of Beijing Media Corporation Limited (the "Company"), hereby appoint THE CHAIRMAN OF THE AGM^(Note 3), or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at 2:00 p.m. on Wednesday, 15 May 2013 at 21st Floor, Beijing Youth Daily Agency, Building A, No.23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the People's Republic of China (the "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 meeting and at the AGM, and any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4).

AS A SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	To consider and, if thought fit, to approve the amendment to the articles of association of the Company.		
AS ORDINARY RESOLUTIONS			
2.	To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2012.		
3.	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2012.		
4.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2012.		
5.	To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.30 per share (tax inclusive) in an aggregate amount of approximately RMB59,193 thousand for the year ended 31 December 2012, and to authorise the chairman of the board of directors of the Company to implement the aforesaid distribution.		
6.	To consider and, if thought fit, to re-appoint ShineWing Certified Public Accountants as the auditors of the Company for the year 2013 and to authorise the audit committee of the board of directors of the Company to determine their remuneration.		
7.	To consider and, if thought fit, to approve the amendment to the rules of procedures of the board of directors of the Company.		
8.	To consider and, if thought fit, to approve the re-election of Mr. Zhang Yanping as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
9.	To consider and, if thought fit, to approve the re-election of Mr. Yu Haibo as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
10.	To consider and, if thought fit, to approve the re-election of Mr. Sun Wei as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
11.	To consider and, if thought fit, to approve the re-election of Ms. He Xiaona as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine her remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
12.	To consider and, if thought fit, to approve the re-election of Mr. Li Shiheng as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
13.	To consider and, if thought fit, to approve the re-election of Mr. Liu Han as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
14.	To consider and, if thought fit, to approve the re-election of Ms. Wu Peihua as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine her remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
15.	To consider and, if thought fit, to approve the re-election of Mr. Li Xiaobing as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		

AS ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
16.	To consider and, if thought fit, to approve the re-election of Mr. Xu Xun as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
17.	To consider and, if thought fit, to approve the re-election of Mr. Li Yigeng as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
18.	To consider and, if thought fit, to approve the re-election of Mr. Song Jianwu as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
19.	To consider and, if thought fit, to approve the re-election of Mr. Cui Baoguo as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
20.	To consider and, if thought fit, to approve the appointment of Mr. Wu Tak Lung as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
21.	To consider and, if thought fit, to approve the appointment of Mr. Cui Enqing as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
22.	To consider and, if thought fit, to approve the appointment of Mr. Chen Ji as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
23.	To consider and, if thought fit, to approve the re-election of Mr. Tian Kewu as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
24.	To consider and, if thought fit, to approve the re-election of Mr. Zhang Chuanshui as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
25.	To consider and, if thought fit, to approve the appointment of Mr. Zhao Meng as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
26.	To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB20,000 per year (tax inclusive) to Ms. Yan Mengmeng as an employee representative supervisor of the Company, and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		
27.	To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB20,000 per year (tax inclusive) to Ms. Ma Chundan as an employee representative supervisor of the Company, and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		

Signature(s) (Note 5): _____

Date: _____ 2013

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the number of shares (including domestic shares or 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 AGM is preferred, strike out the words **"THE CHAIRMAN OF THE AGM"** and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM 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 AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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 AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarized.
- In case of joint holders of any share, any one of such joint holders may vote at the AGM, 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 AGM, 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 authorisation (if any) must be deposited with, (i) in the case of holders of domestic shares, the registered address of the Company at Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, 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 17M Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM 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 AGM if he so wishes.
- Shareholders or their proxies attending the AGM shall produce their identity documents.