



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 Annual General Meeting for the Year 2009 to be held on Monday, 7 June 2010

I/We ^(Note 1) _____

Of _____

being the registered holder(s) of ^(Note 2) share(s) of RMB1.00 each in 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 and vote for me/us at the annual general meeting (the "**AGM**") of the Company to be held at 2:00 p.m. on Monday, 7 June 2010 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 AGM 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	<p>To consider and, if thought fit, to approve the following amendment to the articles of association of the Company (the "Articles of Association") and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the proposed amendment to the Articles of Association.</p> <p>a) the existing Articles 107 be amended as follows: "The Company shall have one (1) president, three (3) executive vice presidents, a number of vice presidents and one (1) chief financial officer who shall be appointed or terminated by the board of directors. The president, executive vice presidents, the number of vice presidents and the chief financial officer shall serve for a term of three (3) years and may be re-appointed for consecutive terms if re-elected."</p>		
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 2009.		
3	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2009.		
4	To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2009.		
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 RMB0.40 per share (before tax) in an aggregate amount of approximately RMB78,924,000 for the year ended 31 December 2009, and to authorise the board of directors of the Company to implement the aforesaid distribution.		

6	To consider and, if thought fit, to approve the re-appointment of SHINEWING (HK) CPA Limited as the international auditors of the Company and the re-appointment of ShineWing Certified Public Accountants as the domestic auditors of the Company for the year 2010 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 capital expenditure budget of the Company for the year of 2010.		
8	To consider and, if thought fit, to approve the supplemental agreement dated 9 April 2010 (the “ Supplemental Agreement ”) and entered into between the Company and Beijing Youth Daily Agency in relation to the changes of terms of the advertising business agreement dated 7 December 2004 entered into between the Company and Beijing Youth Daily Agency; and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the supplemental agreement and the transactions contemplated therein.		
9	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
10	To consider and, if thought fit, to approve the appointment of Mr. Zhang Yabin 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
11	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
12	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
13	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
14	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
15	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
16	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		

17	To consider and, if thought fit, to approve the appointment of Mr. Tsang Hing Lun 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
18	To consider and, if thought fit, to approve the appointment of Mr. Wu Changqi 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
19	To consider and, if thought fit, to approve the appointment of Mr. Liao Li 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
20	To consider and, if thought fit, to approve the appointment of Mr. Tian Kewu as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
21	To consider and, if thought fit, to approve the appointment of Mr. He Daguang as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
22	To consider and, if thought fit, to approve the appointment of Mr. Zhou Fumin as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
23	To consider and, if thought fit, to approve the appointment of Ms. Yan Mengmeng as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
24	To consider and, if thought fit, to approve the appointment of Mr. Zhang Chuanshui as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		

Date: _____ 2010 Signature(s): *(Note 5)* _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. 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 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 authorizing that attorney to sign or other document(s) of authorization must be notarized.
6. 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).
7. 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, the registered address of the Company at 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 Queen’s 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.
8. Shareholders or their proxies attending the AGM shall produce their identity documents.