



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 21 DECEMBER 2012

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 EGM^(Note 3), or _____
of _____ as
my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be
held at 3:00 p.m. on Friday, 21 December 2012 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 EGM, 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 amendment to the articles of association (the "Articles") of the Company as follows:</p> <p>the clause (IV) of existing Article 78 of the Articles is proposed to be deleted and the existing Article 78 of the Articles will be amended as follows:</p> <p>"Article 78 The following issues shall be approved by special resolutions at a general meeting:</p> <p>(I) Increase or reduction in share capital of the Company and the issuance of shares of any class, warrants and other similar securities;</p> <p>(II) Issuance of the corporate bonds;</p> <p>(III) Division, merger, dissolution and liquidation of the Company, and substantial acquisition or disposal;</p> <p>(IV) Amendment to these Articles of Association;</p> <p>(V) Change or annulment to the rights of class shareholders; and</p> <p>(VI) Any other issue confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions or required to be approved by special resolutions in accordance with Listing Rules of the Stock Exchange."</p>		
AS ORDINARY RESOLUTIONS			
2.	To consider and, if thought fit, to approve the removal of Mr. Zhang Yabin as an executive director of the Company.		
3.	To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.		
4.	To consider and, if thought fit, to approve the respective annual caps for the three years ending 31 December 2015 for the transactions contemplated under the agreement (the "Advertising Business Agreement") dated 7 December 2004 and its supplement agreement dated 9 April 2010 and entered into between the Company and Beijing Youth Daily Agency (the "Parent") in relation to granting by the Parent the exclusive rights to sell all the advertising space in the Beijing Youth Daily.		

AS ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
5.	<p>To consider and, if thought fit, to approve:</p> <p>“THAT</p> <p>a. the agreement (the “Printing Framework Agreement”) dated 31 October 2012 and entered into between the Beijing Youth Daily Logistics Company Limited and the Parent in relation to providing the printing services and printing materials to the Parent, and the respective annual caps for the three years ending 31 December 2015 for the transactions contemplated thereunder;</p> <p>b. any one director of the Company 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 Printing Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”</p>		

Signature(s)^(Note 5): _____

Date: _____ 2012

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
2. 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).
3. 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 INITIALED 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 EGM other than those referred to in the notice convening the EGM.
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 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.
6. 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).
7. 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 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.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.