



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 18 December 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 at 2 p.m. on Friday, 18
December 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 resolutions as indicated below ^(Note 4):

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1	THAT , the equity transfer agreement dated 15 October 2009 (the "Equity Transfer Agreement") and entered into between the Company and Beijing Youth Daily Agency (the "Parent") in relation to the disposal of a 51% equity interest in Beijing China Open Promotion Company by the Company to the Parent (the "Disposal"), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and THAT 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 Equity Transfer Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.		
2	THAT , the annual caps for the three years ending 31 December 2012 for the transactions contemplated under the advertising business agreement dated 7 December 2004 (the "Advertising Business Agreement") entered into between the Company and the Parent are hereby approved, ratified and confirmed; and THAT 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 Advertising Business Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.		
3	THAT , the printing framework agreement dated 15 October 2009 (the "Printing Framework Agreement") and entered into between Beijing Youth Daily Logistics Co., Ltd ("BYD Logistics") and the Parent, and the annual caps for the three years ending 31 December 2012 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and THAT 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.		
4	THAT , the advertising agreement dated 15 October 2009 and entered into between the Company and Beijing Beiqing Advertising Limited and the advertising agreement dated 15 October 2009 and entered into between the Company and Beijing Today Sunshine Advertising Co., Ltd (the "Advertising Agreements"), and the annual caps for the three years ending 31 December 2012 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and THAT 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 Advertising Agreements and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.		

Date: _____ 2009

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 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 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.
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 authorization (if any) must be deposited with, (i) in the case of holders of domestic shares and, 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 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.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.