

FOCUS MEDIA NETWORK

iMediaHouse

Combining Venture Capital and Entrepreneurs

FOCUS MEDIA NETWORK LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8112)

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held on Friday, 9 May 2014 and any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of the
above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____
as my/our proxy to act for me/us at the Annual General Meeting of the Company to be held at Salon Room III on 5th Floor in
Harbour Grand Hong Kong at 23 Oil Street, North Point, Hong Kong on Friday, 9 May 2014 at 11:00 a.m. and at any adjournment
thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and
at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated
below, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated accounts and the reports of the directors and of the auditors for the year ended 31 December 2013.		
2.	To re-elect Ms. Chee Huiling Audrey as Director.		
3.	To re-elect Mr. Chan Tsze Wah as Director.		
4.	To re-elect Mr. Lien Jown Jing Vincent as Director.		
5.	To re-elect Mr. Chan Chi Keung Alan as Director.		
6.	To authorise the Board of Directors to fix the Directors' remuneration.		
7.	To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
8.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital.		
9.	To give a general mandate to the Directors to repurchase shares in the capital of the Company not exceeding 10% of the existing issued share capital.		
10.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this _____ day of _____ 2014 Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" here and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. A proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof must be deposited at **Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (to be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong with effect from 31 March 2014)** not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.