

Focus Media Holding Limited
(the “Company”)

COMPENSATION COMMITTEE CHARTER (this “Charter”)
Adopted __, 2005

I. COMMITTEE MEMBERSHIP

Except as permitted by the rules of The Nasdaq Stock Market, Inc. (“**Nasdaq**”), the compensation committee (the “**Committee**”) of the board of directors of the Company (the “**Board**”) shall consist of at least three members, comprised solely of independent directors meeting the independence and experience requirements of the United States Securities and Exchange Commission and Nasdaq. Members of the Committee shall be appointed by the Board based on nominations by the Company’s Nominating Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

II. COMMITTEE PURPOSE AND RESPONSIBILITIES

The Committee shall have the purpose and direct responsibility to:

A. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“**CEO**”), evaluate the CEO’s performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board), recommend to the Board for determination the CEO’s compensation level based on this evaluation. In recommending the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and the Company’s ability to retain and motivate key individuals.

B. Either as a committee or together with the other independent directors (as directed by the Board), recommend to the Board for determination, the compensation of all other executive officers of the Company.

C. Make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans and discharge any responsibilities imposed on the Committee by any of these plans.

D. Approve the total annual awards to be issued under, or any material amendment of any employee benefit plan or parallel non-qualified plan pursuant to which a director, officer, employee or consultant will acquire shares or options.

E. Approve the total annual awards to be issued under, or any material amendment of, any share option or other similar plan pursuant to which a person not previously an employee

or director of the Company, as a material inducement to the individual's entering into employment with the Company, will acquire shares or options.

F. In consultation with management, oversee regulatory compliance with respect to compensation matters.

G. Review and approve any severance or similar termination payments in excess of US\$[100,000] proposed to be made to any current or former executive officer of the Company.

H. Issue the report required under "Annual Report of Activities" below.

I. Report to the Board on a regular basis, and not less than twice per year.

J. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

III. COMMITTEE STRUCTURE AND OPERATIONS

The Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue.

The Committee shall meet at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Neither the CEO nor other officer may be present during any voting or deliberations by the Committee regarding the CEO's or such other officer's compensation.

IV. DELEGATION TO SUB-COMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a sub-committee of the Committee consisting of one or more members of the Committee.

V. ANNUAL REPORT OF ACTIVITIES

The Committee shall prepare and review with the Board an annual report of activities of the Committee, which report shall compare the performance of the Committee with the requirements

of this Charter. The report shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The report by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.