

Focus Media Holding Limited
(the “Company”)

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

I. PURPOSES OF THE COMMITTEE

The purposes of the Nominating Committee (the “Committee”) are to oversee the composition of the board of directors of the Company (the “Board”) to ensure that qualified individuals meeting the criteria of The Nasdaq Stock Market, Inc. (“Nasdaq”) and regulations of the U.S. Securities and Exchange Commission (“SEC”) serve as members of the Board and its committees.

II. MEMBERSHIP OF THE COMMITTEE

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence and experience requirements of the U.S. Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market, Inc. (“Nasdaq”).

Members of the Committee shall be appointed by the Board and shall serve until a successor is duly elected or the member is removed or resigns. A member of the Committee shall be automatically removed if the member is (1) no longer a director of the Company, (2) determined by the Board to be no longer “independent” as that term is defined by Nasdaq, or (3) ineligible because of other rules or requirements. Committee members may otherwise be removed or replaced by vote of the Board.

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 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.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

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.

IV. COMMITTEE DUTIES AND RESPONSIBILITIES

In discharging its general purposes, the Committee shall have the following duties:

- A. To establish criteria for the selection of new directors to serve on the Board of Directors;
- B. To identify individuals qualified to serve on the Board as vacancies arise and to seek out nominees to enhance the diversity and independence of the Board;
- C. To recommend to the full Board for selection the director nominees to be voted upon either by the Board (for service until the next annual meeting of shareholders) or at the next annual meeting of the shareholders of the Company (for service until the subsequent annual meeting of shareholders);
- D. To evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate;
- E. To conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates;
- F. To consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders;
- G. To recommend to the full Board the termination of the directorship of directors in accordance with the Company's corporate governance guidelines or for other appropriate reasons;
- H. To oversee an annual evaluation of the Board, each committee of the Board, each member of the Board and each member of management, based on procedures and guidelines established by the Committee;
- I. To make recommendations to the full Board concerning the appropriate size and needs of the Board, including, without limitation, regarding committees of the Board to be maintained or created;
- J. To annually review the compensation of members of the Board; and

- K. To recommend to the Board appointees to committees of the Board and to recommend removal of committee members to the Board based on such criteria as the Committee shall from time to time establish.

V. COMMITTEE REPORTS

The Committee shall produce an annual performance evaluation of the Committee and provide such evaluation to the Board. Such evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also include a review of the adequacy of this Charter and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

VI. 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 or to the chairperson of the Committee, whether or not such delegation is specifically contemplated under any plan or program.

VII. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including but not limited to the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.