

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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XUECHEN YANG, Individually And On :
Behalf Of All Others Similarly Situated, :
 :
 :
Plaintiff, :
 :
 :
v. :
 :
 :
FOCUS MEDIA HOLDING LIMITED, : Case No.: 1:11-cv-09051-CM
JASON NANCHUN JIANG, CHARLES :
GUOWEI CAO, KIT LEONG LOW, DANIEL :
MINGDONG WU, ALEX DEYI YANG, :
NEIL NANPENG SHEN, FUMIN ZHUO, :
DAQING QI, DAVID ZHANG, AND YING :
WU, :
 :
 :
Defendants. :
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PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. The accompanying Notice of Proposed Settlement of Class Action and Settlement Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement of Expenses (the "Notice") contains important information about your rights, defines certain settlement terms and eligibility criteria, and describes the proposed settlement and the manner in which the settlement will be distributed if the settlement is granted final approval by the Court. It is important that you read the Notice.
2. To recover as a member of the Settlement Class (as defined in the Notice) based on your Claims in the action entitled *Xuechen Yang v. Focus Media Holding Limited et al.*, No. 11 Civ. 9051 (CM) (S.D.N.Y.) (the "Action"), you must review, complete and, on Page 5 hereof, sign this Proof of Claim and Release ("Proof of Claim"). If you fail to submit a Proof of Claim by the August 1, 2014 deadline, your claim may be rejected and you may be precluded from receiving any recovery from the settlement fund created in connection with the proposed settlement of the Action (the "Settlement").
3. Submission of a Proof of Claim does not ensure that you will share in the proceeds of the Settlement.
4. The Settlement Class consists of all Persons who purchased or otherwise acquired American Depository Shares (ADSs) of Focus Media between November 20, 2007 and November 21, 2011, inclusive, excluding those Persons who timely and validly request exclusion from the Settlement Class (the "Settlement Class"). Even if you do not fill out this Proof of Claim, any and all Claims you may have against the Defendants and Released Parties (as defined in the Notice) in this Action will be released by virtue of your being a non-excluded member of the Settlement Class. If you fail to file a timely and properly addressed Proof of Claim, your Claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the Settlement.
5. YOU MUST SUBMIT YOUR COMPLETED AND SIGNED PROOF OF CLAIM, SO THAT IT IS RECEIVED NO LATER THAN AUGUST 1, 2014, ADDRESSED AS FOLLOWS:

**FOCUS MEDIA HOLDING LIMITED SECURITIES LITIGATION
C/O A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8091**

6. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail or email within 45 days of receipt. Your claim is not deemed filed until you receive such an acknowledgment. If you do not receive an acknowledgment within 45 days, please contact the Claims Administrator by telephone toll free at 1-866-963-9981 or, from non-United States telephones, at 1-414-961-6594 or by email at info@FocusMediaSettlement.com.
7. You should complete this Proof of Claim only if you are a member of the Settlement Class. If you are NOT a member of the Settlement Class, DO NOT submit a Proof of Claim.

IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS AND YOU DO NOT FILE A PROOF OF CLAIM, YOU WILL NOT RECEIVE ANY PAYMENT FROM THE SETTLEMENT FUND, BUT YOU WILL NEVERTHELESS BE BOUND BY THE ORDER FINALLY APPROVING THE SETTLEMENT AND THE JUDGMENT DISMISSING THIS ACTION AS AGAINST THE DEFENDANTS, AND ALL ORDERS AND RELEASES THEREIN, UNLESS YOU PROPERLY EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS.

II. INSTRUCTIONS FOR THE PROOF OF CLAIM FORM

1. In the space provided in Part II of this form entitled “Schedule of Transactions in ADSs,” supply all required details of your transactions in Focus Media ADSs. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. Please provide all of the requested information with respect to all of your transactions in ADSs from your first transaction in the Class Period to February 17, 2012, inclusive. Failure to report all transactions may result in the rejection of your Claim. List each transaction separately and in chronological order, by date of transaction, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.
3. You **must** also submit supporting documentation concerning **all** of your ADS transactions and holdings. In most cases, trade confirmations will be sufficient. If you do not have such documentation, you may also attach any documents or schedules that you attached to any tax return that reflect the purchase or sale of ADSs. Failure to provide this documentation will delay verification or result in rejection of your claim.
4. The above materials are designed to provide the minimum amount of information necessary to process many Claims. A.B. Data (the “Claims Administrator”) may request from you or any nominee, custodian or similar person who invested on your behalf additional information as required to efficiently and reliably verify your Claims.

For Official Use Only



Xuechen Yang v. Focus Media Holding Limited et al.

Case No. 11-cv-9051 (CM)

PROOF OF CLAIM

Please Type or Print

MUST BE RECEIVED NO

LATER THAN

AUGUST 1, 2014

PART I. CLAIMANT IDENTIFICATION

A. Complete this Section ONLY if the beneficial owner is an individual, joint, UGMA, UTMA or IRA account. Otherwise, proceed to B and C.

Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):

Joint Beneficial Owner's Name:

Social Security Number:

Name of the Person you would like the Claims Administrator to Contact Regarding This Claim (if different from the Claimant Name(s) listed above):

Check Appropriate Box: Individual Joint IRA UGMA UTMA Other _____ (please specify)

B. Claimant or Representative Contact Information: The Claims Administrator will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you MUST notify the Claims Administrator in writing at the address above.

Street Address:

City: State: Zip Code:

Foreign Province: Foreign Postal Code: Foreign Country Name/Abbreviation:

Daytime Telephone Number: Evening Telephone Number:
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Email Address:

(Email address is not required, but if you provide it, you authorize the Claims Administrator to use it to provide you with information relevant to your claim.)

C. Complete this Section ONLY if the beneficial owner is an entity; i.e., corporation, trust, estate, etc.

Entity Name

Name of Representative (Executor, administrator, trustee, corporate officer, etc.)

Tax Identification Number: Account Number/Fund Number

Check Appropriate Box: Corporation Estate Partnership Trust Other _____ (please specify)

PART II. SCHEDULE OF TRANSACTIONS IN ADSs

A. BEGINNING HOLDINGS: State the number of American Depository Shares (“ADSs”) of Focus Media held at the close of trading on November 19, 2007. If none, write “zero” or “0.” If other than zero, be sure to attach the required documentation.

Number of ADSs: .

B. PURCHASES/ACQUISITIONS: Separately list each and every purchase or acquisition of Focus Media ADSs during the period of November 20, 2007 through and including February 17, 2012.

Trade Date Month/Day/Year	Number of ADSs Purchased or Acquired	Purchase or Acquisition Price Per ADS	Total Purchase or Acquisition Cost	Currency Type (Ex. USD, EUR or RMB)
1. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
2. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
3. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
4. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
5. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>

C. SALES OR REDEMPTIONS: Separately list each and every sale of Focus Media ADS during the period of November 20, 2007 through and including February 17, 2012.

Trade Date Month/Day/Year	Number of ADSs Sold or Redeemed	Sales or Redemption Price Per ADS	Total Sales or Redemption Cost	Currency Type (Ex. USD, EUR or RMB)
1. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
2. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
3. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
4. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>
5. <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>

D. UNSOLD HOLDINGS: State the total number of ADSs held as of the close of trading on February 17, 2012. If other than zero, be sure to attach the required documentation.

Number of ADSs: .

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, YOU MUST PHOTOCOPY THESE PAGES, SIGN AND PRINT YOUR NAME ON EACH ADDITIONAL PAGE AND CHECK THIS BOX

**YOU MUST READ THE REPRESENTATIONS AND CERTIFICATION ON PAGE 5
AND SIGN THE CERTIFICATION ON PAGE 5.**

PART III. REPRESENTATIONS AND RELEASE OF CLAIMS

This Proof of Claim and Release incorporates by reference the definitions in the Stipulation of Settlement dated as of May 13, 2014 (the "Stipulation"), and all terms used herein shall have the same meaning as set forth in the Stipulation.

I (we) _____ ("Claimant(s)") submit this Proof of Claim and Release under the terms of the Order Preliminarily Approving Settlement entered May 19, 2014.

By signing and submitting this Proof of Claim and Release, the Claimant(s) or the person(s) who represents Claimant(s) certifies, as follows:

1. Claimant(s) is (are) a Settlement Class Member(s) (as defined in the Notice), not one of the Persons or entities excluded from the Settlement Class and not acting on behalf of any such excluded Person or entity, and has (have) not requested to be excluded from the Settlement Class;
2. I (we) believe that I am (we are) eligible to receive a distribution under the terms and conditions of the Plan of Allocation as defined and set forth in the Notice, and that I (we) have not submitted any other Proof of Claim in this Action covering the same holdings in Focus Media ADSs and know of no other Person having done so on my (our) behalf;
3. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings of ADSs and all of my (our) transactions relating to those ADS holdings. I (we) agree to furnish such additional information with respect to this Proof of Claim as the parties or the Court may require. I (We) authorize any nominee, custodian or similar Person who is the registered shareholder or limited partner of record with respect to the ADSs for which I am (we are) the beneficial owner(s) to disclose to the Claims Administrator my (our) status as the beneficial owner(s) and information regarding transactions related to my (our) holdings in the Company's ADSs.
4. I (We) hereby acknowledge that I (we) submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a Settlement Class Member(s) (as defined in the Notice), for purposes of enforcing the release set forth in any judgments or orders which may be entered in the Action;
5. I (We) hereby warrant and represent that I (we) have read the Notice, Proof of Claim, and the Stipulation of Settlement (the "Stipulation") and understand that, pursuant to ¶ 6.1 of the Stipulation and through operation of the Final Judgment to be entered by the Court, I (we) shall have fully and finally relinquished all Released Claims against the Released Parties as set forth in ¶ 6.1 of the Stipulation and the defined terms set forth therein. I (We) further acknowledge and agree that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action, including without limitation, the release of Claims against the Released Parties as set forth in ¶ 6.1 of the Stipulation and the defined terms set forth therein.

I (WE) DECLARE, UNDER THE PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA, THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM FORM BY THE UNDERSIGNED IS TRUE AND CORRECT AND THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND GENUINE.

Signature of Claimant

Signature of Joint Claimant, if any

Print Name of Claimant

Print Name of Joint Claimant, if any

Date

Date

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of person signing on behalf of Claimant, if other than an individual, e.g., executor, president, custodian, etc.

REMINDER CHECKLIST:

1. Please sign the claim form on Page 5 above.
2. Remember to attach supporting documentation for all Focus Media ADS transactions.
3. Keep a copy of your claim form and supporting documentation for your records.
4. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail or email within 45 days of receipt. Your claim is not deemed filed until you receive such an acknowledgment. If you do not receive an acknowledgment within 45 days, please contact the Claims Administrator by telephone toll free at 1-866-963-9981, or from non-United States telephones at 1-414-961-6594, or by email at info@FocusMediaSettlement.com.
5. If you move or change your address, telephone number or email address, please submit the new information to the Claims Administrator, as well as any other information that will assist us in contacting you. NOTE: Failure to submit updated information to the Claims Administrator may result in the Claim Administrator's inability to contact you regarding issues with your Claim or to deliver a payment to you.

THIS PROOF OF CLAIM MUST BE RECEIVED BY THE CLAIMS ADMINISTRATOR NO LATER THAN
AUGUST 1, 2014, AT THE FOLLOWING ADDRESS:

FOCUS MEDIA HOLDING LIMITED SECURITIES LITIGATION
c/o A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8091

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.