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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or transferred** all your shares in **Beijing Media Corporation Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**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)**

**2023 ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the AGM to be held at 2:00 p.m. on Friday, 14 June 2024 at the Conference Room 704, the 7th Floor, Beijing Youth Daily Agency Building, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC is set out on pages 11 to 13 of this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

24 May 2024

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## DEFINITIONS

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2023 annual general meeting to be convened by the Company on 14 June 2024
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Company”	Beijing Media Corporation Limited (北青傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC and whose H Shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company



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**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)**

*Executive Directors:*

Jing Enji  
Wu Min

*Registered Office:*

Building A, No. 23 Baijiazhuang Dongli  
Chaoyang District, Beijing  
the PRC

*Non-Executive Directors:*

Sun Baojie  
Cui Ping  
Wang Hao  
Wang Zechen  
Zhang Lei

*Independent Non-Executive Directors:*

Shi Hongying  
Chan Yee Ping, Michael  
Du Guoqing  
Kong Weiping

24 May 2024

*To the Shareholders*

Dear Sir or Madam,

**2023 ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement dated 10 May 2024 of the Company, in relation to (i) proposed amendments to the Articles of Association; and (ii) proposed change of auditor.

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## LETTER FROM THE BOARD

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The Company will convene the AGM at 2:00 p.m. on Friday, 14 June 2024, for the purpose of, among others, seeking Shareholders' approval of the above proposed resolutions. Other resolutions to be proposed to Shareholders at the AGM include: the report of the Board for 2023, the report of the Supervisory Committee for 2023, the audited financial statements of the Company for 2023 and the consolidated annual financial budgets of the Company for the year 2024.

The purpose of this circular is to provide you with, among other things, (i) details of the proposed amendments to the Articles of Association; (ii) details of the proposed change of auditor; (iii) details of the consolidated annual financial budgets of the Company for the year 2024; and (iv) a notice of the AGM to enable you to make a decision on whether or not to vote in favour of or against the proposed resolutions to be proposed at the AGM.

### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to implement the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers, which took effect on 31 December 2023, and taking into account the actual circumstance of the Company, the Board proposed to amend relevant provisions of the Articles of Association. The above proposed amendments to the Articles of Association will become effective upon approval by the Shareholders by way of a special resolution at the AGM.

For details of the above proposed amendments to the Articles of Association, please refer to Appendix I to this circular.

### III. PROPOSED CHANGE OF AUDITOR

After considering that there is a certain limitation on the number of years that a state-owned enterprise may continuously engage the same accounting firm, and that WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) (“WUYIGE”) has provided auditing services for the Company for consecutive years, the Company intends to change its auditor.

The Board proposed to appoint ShineWing Certified Public Accountants (Special General Partnership) (信永中和會計師事務所(特殊普通合夥)) (“ShineWing”) as the Company's auditor for the year 2024, to provide audit services to the Company for the year 2024, for a period commencing from the date of the AGM to the date of the annual general meeting of the Company for the year 2024. The Board also proposed the Audit Committee to be authorized to fix the remuneration of ShineWing.

Upon the conclusion of the AGM, WUYIGE will retire as auditor of the Company. The Board and the Audit Committee confirmed that there were no disagreements or unresolved matters between the Company and WUYIGE. WUYIGE has confirmed to the Company that it does not have any matters related to the proposed change of auditor that should be brought to the attention of the Shareholders. The Board is not aware of any matter regarding the proposed change of auditor that should be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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The above proposed change of auditor, including the proposed engagement of ShineWing and the authorization of the Audit Committee to fix its remuneration, shall become effective subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

### IV. ANNUAL FINANCIAL BUDGETS FOR THE YEAR 2024

Details of the consolidated annual financial budgets of the Company for the year 2024 are set out below:

**(i) Scope for Preparation of the Budgets**

The Company and its subsidiaries.

**(ii) Principles for Preparation of the Budgets**

In accordance with the Budgets Management System of the Company combined with the actual operation situations of the Company in 2023, we fully anticipate the impacts on the revenue and cost by the changes of external environments in operation in 2024, and in accordance with the principles of budgets preparation such as consistency, assessability, appropriateness and comprehensiveness, the task objectives are broken down from the top down, information is reported from the bottom up, and budgets preparation is carried out through comprehensive balance.

**(iii) Major Project Budgets**

The Company's expected total operating costs (including operating costs, selling expenses, administrative expenses and financial expenses) for the year 2024 shall be approximately RMB219.68 million. The above budget amount is the internal management control objective of the Company's operation plan, and whether it can be achieved is subject to macroeconomy, industry development conditions, market demand and other factors, and is therefore uncertain. The actual expenditures for specific business should be charged based on actual price and market conditions when the business occurs.

The above consolidated annual financial budget of the Company for the year 2024 is subject to the consideration and approval of the Shareholders by an ordinary resolution at the AGM.

### V. AGM

A notice convening the AGM to be held at the Conference Room 704, the 7th Floor, Beijing Youth Daily Agency Building, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC, at 2:00 p.m. on Friday, 14 June 2024, is set out on pages 11 to 13 of this circular.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which time no transfer of H shares of the Company will be registered. In order to be qualified for attending and voting at the AGM, all transfer documents of the holders of H shares together with the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong, at Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 7 June 2024. The record date for determining the eligibility to attend the AGM will be on Tuesday, 11 June 2024.

Votes on the resolutions to be proposed at the AGM shall be taken by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has material interests in the relevant resolutions to be proposed at the AGM and is required to abstain from voting on the relevant resolutions at the AGM.

Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### VI. RECOMMENDATION

The Directors are of the view that all the resolutions including the proposed amendments to the Articles of Association and the proposed change of auditor to be proposed to Shareholders for voting at the AGM are in the interests of the Company and its Shareholders as a whole. Therefore, the Directors recommend all Shareholders to vote in favour of relevant resolutions at the AGM.

By order of the Board  
**Beijing Media Corporation Limited**  
**Sun Baojie**  
*Chairman*

Details of the proposed Amendments to the Articles of Association are as follows:

No.	Prior to the amendments	After the amendments
1.	<p>Article 65 The notice of a general meeting shall be sent to shareholders (whether or not they are entitled to vote at the general meeting) by person delivery or by pre-paid mail to their addresses as recorded in the shareholders' register. For holders of domestic shares, the notice of a general meeting may be issued in the form of public announcement.</p> <p>Public announcements referred to in the preceding paragraph shall be published in one or more national newspaper(s) designated by the securities regulatory authority under the State Council. Once the announcement is made, holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. Where practicable, such announcements shall be published in both Chinese and English on the same day respectively on one of the principal Chinese-language and English-language newspapers in Hong Kong.</p>	<p>Article 65 The notice of a general meeting shall be sent to shareholders <del>(whether or not they are entitled to vote at the general meeting)</del> by person delivery or by pre-paid mail to their addresses as recorded in the shareholders' register. For holders of domestic shares, the notice of a general meeting may be issued in the form of <u>public announcement served on the shareholders (whether or not they have the right to vote at the general meeting) in the manner prescribed in these Articles or in such other manner as may be permitted by the securities regulatory authority where the Company's shares are listed.</u></p> <p><del>Public announcements referred to in the preceding paragraph shall be published in one or more national newspaper(s) designated by the securities regulatory authority under the State Council. Once the announcement is made, holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. Where practicable, such announcements shall be published in both Chinese and English on the same day respectively on one of the principal Chinese language and English-language newspapers in Hong Kong.</del></p>



No.	Prior to the amendments	After the amendments
2.	<p>Article 147</p> <p>...</p> <p>The Company shall, at least twenty one (21) days before annual general meeting, send by prepaid mail to every holder of overseas listed foreign shares the directors' reports, balance sheet (including all the documents required to be attached by law) and profit and loss statements or account of receipts and payments, or financial highlights (if permitted by relevant PRC China laws and regulations), at the address as shown in the shareholders' register. If necessary, any holder of overseas listed foreign shares may require in writing the Company to send them the complete copies of the annual report of the Company and directors' reports.</p>	<p>Article 147</p> <p>...</p> <p><del>The Company shall, at least twenty one (21) days before annual general meeting, send by prepaid mail to every holder of overseas listed foreign shares the directors' reports, balance sheet (including all the documents required to be attached by law) and profit and loss statements or account of receipts and payments, or financial highlights (if permitted by relevant PRC China laws and regulations), at the address as shown in the shareholders' register. If necessary, any holder of overseas listed foreign shares may require in writing the Company to send them the complete copies of the annual report of the Company and directors' reports.</del></p>

No.	Prior to the amendments	After the amendments
3.	<p>Article 190 Save as otherwise specified in these Articles of Association, notices, documents or written statements sent by the Company to holders of overseas listed foreign shares shall be served by personal delivery or prepaid mail to the registered addresses of all holders of overseas listed foreign shares.</p> <p>If the notice of the Company is sent by post, it is required to specify the address, prepaid postage and put the notice in the envelope, and putting the envelope enclosing the said notice into the mailbox shall be deemed as sending out the notice, and the notice shall be deemed as served 48 hours after being sent out.</p>	<p><del>Article 190 Save as otherwise specified in these Articles of Association, notices, documents or written statements sent by the Company to holders of overseas listed foreign shares shall be served by personal delivery or prepaid mail to the registered addresses of all holders of overseas listed foreign shares.</del> Regarding the requirements for the manners of provision and/or distribution of the corporate communication to holders of overseas listed foreign shares under the Listing Rules, the Company may, subject to the laws, regulations and relevant listing rules of the place of listing of the Company's shares, also issue or distribute corporate communication to the holders of overseas listed foreign shares by electronic means or publication on the website of the Company in lieu of distributing the relevant information to the holders of overseas listed foreign shares by hand or by postage prepaid mail.</p> <p><del>If the notice of the Company is sent by post, it is required to specify the address, prepaid postage and put the notice in the envelope, and putting the envelope enclosing the said notice into the mailbox shall be deemed as sending out the notice, and the notice shall be deemed as served 48 hours after being sent out.</del></p>

No.	Prior to the amendments	After the amendments
4.	Article 191 Save as otherwise specified, any notice or report issued or delivered by the Company according to regulations or through announcement as permitted shall be published on at least one national newspapers approved by securities regulatory authority under the State Council. Where practicable, such notice or report shall be published in both English and Chinese on the same day respectively on one of the principal English-language and Chinese-language newspapers in Hong Kong.	<p>Article 191 <u>Unless otherwise provided by the relevant laws and regulations, the listing rules issued at the listing place of the Company and the Articles of Association in respect of the means of receipt of corporate communication, notices, communications or other written documents of the Company (including but not limited to annual reports, interim reports, notices of meetings, listing documents, circulars, proxy forms and temporary announcements) shall be sent by one or more of the following means:</u></p> <p><u>(1) by hand;</u></p> <p><u>(2) by mail;</u></p> <p><u>(3) by fax, email or other electronic format;</u></p> <p><u>(4) subject to laws, administrative regulations and relevant provisions of securities regulatory authority of the place where the Company's shares are listed, by publishing on the website designated by the Company and the stock exchange;</u></p>

No.	Prior to the amendments	After the amendments
		<p>(5) <u>by announcements on a national newspaper which has been approved by the securities regulatory authority under the State Council and other designated media;</u></p> <p>(6) <u>by other means acceptable to securities regulatory authority of the place where the Company's shares are listed.</u></p> <p><u>Notwithstanding the requirements in relation to the means of distribution or notification of notices, communications or other written documents set out in these Articles, the Company may elect to adopt the way of notification stipulated in item (4) of paragraph 1 in this Article to distribute notices, communications or other written documents in lieu of the delivery of written documents by hand or prepaid mail to every holder of overseas listed shares.</u><del>Save as otherwise specified, any notice or report issued or delivered by the Company according to regulations or through announcement as permitted shall be published on at least one national newspapers approved by securities regulatory authority under the State Council. Where practicable, such notice or report shall be published in both English and Chinese on the same day respectively on one of the principal English language and Chinese language newspapers in Hong Kong.</del></p>



## 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)**

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Beijing Media Corporation Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 14 June 2024 at the Conference Room 704, the 7th Floor, Beijing Youth Daily Agency Building, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”), for the purpose of considering and, if thought fit, passing the following resolutions:

### **As Ordinary Resolutions**

1. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2023.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2023.
4. To consider and, if thought fit, to approve the consolidated annual financial budgets of the Company for the year 2024.
5. To consider and, if thought fit, to approve the appointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2024, and to authorize the audit committee of the Board of the Company to determine its remuneration.

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## NOTICE OF AGM

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### As Special Resolution

6. To consider and, if thought fit, to approve the amendments to the Articles of Association (details of which are set out in the circular of the Company dated 24 May 2024).

By order of the Board  
**Beijing Media Corporation Limited**  
**Sun Baojie**  
Chairman

Beijing, the PRC  
24 May 2024

*As at the date of this notice, the Board comprises: the executive directors of the Company, Jing Enji and Wu Min; the non-executive directors of the Company, Sun Baojie, Cui Ping, Wang Hao, Wang Zechen and Zhang Lei; and the independent non-executive directors of the Company, Shi Hongying, Chan Yee Ping, Michael, Du Guoqing and Kong Weiping.*

*Please also refer to the published notice on the Company's website [www.bjmedia.com.cn](http://www.bjmedia.com.cn).*

*Notes:*

#### 1. Eligibility for Attending the AGM

Holders of H shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, on Tuesday, 11 June 2024 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Friday, 14 June 2024 shall lodge all the transfer documents for H shares with the relevant share certificates to the H share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 7 June 2024.

#### 2. Proxy

- (1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his 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 written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.

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## NOTICE OF AGM

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- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the registered office address of Company for holders of domestic shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares, no less than 24 hours before the time fixed for convening the AGM 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 meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

### **3. Registration Procedures for Attending the AGM**

A shareholder or his proxy shall produce his identification document when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolutions of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

### **4. Closure of Register of Members of H Shares**

The register of members of H Shares will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive).

### **5. Method of Voting at the AGM**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

### **6. Miscellaneous**

- (1) The AGM is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (3) The registered office and the contact details of the Company are:

Building A, No. 23 Baijiazhuang Dongli,  
Chaoyang District, Beijing 100026, the PRC  
Telephone: (+86) 10 6590 2801  
Fax: (+86) 10 6590 2801