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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 and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

**PROPOSED REMOVAL OF DIRECTOR
PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the EGM to be held at 2:00 p.m. on Thursday, 25 November 2021 at Conference Room 704, the 7th Floor, Beijing Youth Daily Agency, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC is set out on pages 38 to 41 of this circular.

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H Shares registrar and transfer office of the Company in Hong Kong, 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 EGM or any adjournment thereof should you so desire.

9 November 2021

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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 Hong Kong Stock Exchange
“controlling shareholder”	has the meaning ascribed under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2021 of the Company to be convened at 2:00 p.m. on Thursday, 25 November 2021
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	3 November 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company



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)

Executive Directors:

Shang Da

Liu Jia

Registered Office:

No.23 Baijiazhuang Dongli

Chaoyang District

Beijing 100026

the PRC

Non-executive Directors:

Su Zhaohui

Sun Fang

Yang Qing

Independent Non-executive Directors:

Cui Enqing

Chen Ji

Wu Changqi

Shi Hongying

Chan Yee Ping, Michael

9 November 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED REMOVAL OF DIRECTOR
PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

I. INTRODUCTION

References are made to the announcements of the Company dated 4 August 2021, 9 October 2021 and 4 November 2021 in relation to (i) the proposed removal of Director; (ii) the proposed appointment of Directors; (iii) the proposed appointment of shareholder representative Supervisors; and (iv) the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with all the information regarding, among others, (i) the proposed removal of Director; (ii) the proposed appointment of Directors; (iii) the proposed appointment of shareholder representative Supervisors; (iv) the proposed amendments to the Articles of Association; and (v) a notice convening the EGM, so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. PROPOSED REMOVAL OF DIRECTOR

On 4 November 2021, the Board resolved to propose to remove Mr. Sun Fang from the position of a non-executive Director of the seventh session of the Board. Mr. Sun Fang was recommended by Beijing Chengshang Cultural Communication Co., Ltd., a domestic shareholder of the Company and approved by the Shareholders to serve as a non-executive Director of the seventh session of the Board. The above removal is due to the fact that the Company cannot reach Mr. Sun Fang, and the Board is of the view that Mr. Sun Fang cannot guarantee his performance of duties as a Director of the Company.

According to the Articles of Association, the above removal will take effect from the date of the approval of Shareholders at the EGM by way of ordinary resolution.

Since Mr. Sun Fang cannot be reached, for the above removal, the Company cannot acquire his confirmation on whether he has any disagreement or unsettled issues with the Board, and there are no other matters that need to be brought to the attention of the Shareholders.

III. PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS

On 4 August 2021, Mr. Xu Jian was nominated as an executive Director of the seventh session of the Board; on 9 October 2021, Ms. Cui Ping and Mr. Jing Enji were nominated as non-executive Directors of the seventh session of the Board, and Ms. Du Guoqing was nominated as an independent non-executive Director of the seventh session of the Board; on 4 November 2021, Mr. Wang Zechen was nominated as a non-executive Director of the seventh session of the Board. The terms of office of each of the above five director candidates as a Director will be from the date of approval by the Shareholders at the EGM until the expiry of the term of office of the seventh session of the Board.

In consideration of Ms. Du Guoqing as a candidate of the independent non-executive Director, the nomination committee has considered her past performance, her written confirmation of independence to the Company under Rule 3.13 of the Listing Rules and taken into consideration of her skills, background, knowledge and experience. Ms. Du Guoqing has extensive experience in advertising and media, and her education background and working experience enable her to provide relevant valuable opinions to the Board, and to contribute to the diversity of the Board. Ms. Du Guoqing does not hold a position as a director in seven or more than seven listed companies, therefore she is able to devote sufficient time and attention to the Company. The Company is of the view that Ms. Du Guoqing has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

On 9 October 2021, Mr. Liu Huibin and Ms. Li Xiaomei were nominated as shareholder representative Supervisors of the seventh session of the Supervisory Committee. The terms of office of each of the above two supervisor candidates as a Supervisor will be from the date of approval by the Shareholders at EGM until the expiry of the term of office of the seventh session of the Supervisory Committee.

Upon the approval of the appointment of director or supervisor candidates as Directors or Supervisors by the Shareholders, the Company will enter into a service contract with each of them. Pursuant to the Articles of Association, each of them will be subject to re-election upon the expiry of his/her term of office.

Mr. Xu Jian, Ms. Cui Ping, Mr. Jing Enji, Mr. Liu Huibin and Ms. Li Xiaomei will not receive any remuneration from the Company. The remuneration package of Ms. Du Guoqing and Mr. Wang Zechen will be determined by the remuneration committee of the Board after authorization by the Shareholders by taking into account, among other matters, the terms of reference, duties and responsibilities of each of them in the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the above proposed appointment of Directors and Supervisors that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

For the biographical details of the above director and supervisor candidates, please refer to Appendix I to this circular.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 9 October 2021, in order to further enhance corporate governance, the Board proposed to amend the Articles of Association, principal amendments include the adjustments of the composition of the Board, the Supervisory Committee and the management team of the Company, and the establishment of the principle that the Company should process regulatory governance in accordance with the relevant laws and regulations of state-owned enterprises. The above proposed amendments to the Articles of Association are subject to the approval from the Shareholders by way of special resolution at the EGM.

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

V. EGM

The EGM will be held at 2:00 p.m. on Thursday, 25 November 2021 at Conference Room 704, the 7th Floor, Beijing Youth Daily Agency, No. 23 Baijiazhuang Dongli, Chaoyang District, the PRC, at which resolutions will be proposed to approve the above proposed removal of Director, appointment of Directors and Supervisors and the proposed amendments to the Articles of Association. A notice convening the EGM is set out on pages 38 to 41 of this circular.

LETTER FROM THE BOARD

Votes on the resolutions to be considered at the EGM of the Company shall be taken by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at EGM and is required to abstain from voting at the EGM.

Whether or not you are able to attend the EGM, 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 EGM 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, 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 EGM or any adjournment thereof should you so desire.

VI. RECOMMENDATION

The Directors believe that, among others, the resolutions regarding (i) the proposed removal of Director; (ii) the proposed appointment of Directors and Supervisors; and (iii) the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the resolutions at the EGM.

By Order of the Board
Beijing Media Corporation Limited
Su Zhaohui
Chairman

Biographical details of Director candidates are set out as follows:

Mr. Xu Jian, aged 39, is currently the president of the Company. Mr. Xu successively obtained a bachelor's degree in Computer Science and Technology from Zhejiang University and a master's degree in business administration from Guanghua School of Management of Peking University. From July 2005 to July 2013, Mr. Xu served as an engineer in the computer information department of Amway (China) Commodity Co., Ltd., and a senior manager of the underwriting and sponsoring branch in Beijing of Xiangcai Securities Co., Ltd.. From July 2013 to June 2015, he served as the senior manager of the capital operation department of Beijing Capital Group Co., Ltd., and from July 2015 to January 2018, as the general manager of Chengdu Qian Feng Electronics Co Ltd. (currently known as BAIC BluePark New Energy Technology Co., Ltd., Stock Code: 600733.SH). Mr. Xu served as the assistant to General Manager of the financial management department of Beijing Capital Group Co., Ltd. from February 2018 to November 2018, as the deputy general manager of the asset management department of the Beijing Capital Group Co., Ltd. from December 2018 to July 2021, and as the director of First Capital Securities Co., Ltd. (Stock Code: 002797.SZ) since June 2021. Mr. Xu has been serving as the president of the Company since August 2021.

Ms. Cui Ping, aged 46, is the director of group's Cultural and Creative Industries Office in Beijing Capital Group Co., Ltd., the secretary of Party Branch and the chairman of Beijing Capital Venture Investment Co., Ltd.. She is a senior statistician and a senior economist. Ms. Cui successively obtained a bachelor's degree in economics and management of agriculture and husbandry from Beijing University of Agriculture, a master's degree in finance (including taxation) from Renmin University of China and a master's degree in consultation management and reform management from Conservatoire National des Arts et Métiers. Ms. Cui worked at the Beijing Municipal Bureau of Statistics from August 1997 to September 2015, successively serving as a staff member of the Population and Employment Department, deputy principal staff member, principal staff member and principal staff member and deputy director of the Monitoring and Assessment Department. Ms. Cui was the deputy general manager of the Strategic Management Department of Beijing Capital Venture Investment Co., Ltd. from September 2015 to January 2018, and she has been the director of group's Cultural and Creative Industries Office since January 2018 and the secretary of Party Branch and the chairman of Beijing Capital Venture Investment Co., Ltd. since August 2019.

Mr. Jing Enji, aged 48, is the deputy secretary of Party Committee, director and general manager of Beijing Municipal Economic Development and Investment Company. He is qualified as a lawyer and a Level II legal advisor for state-owned enterprises in the People's Republic of China. Mr. Jing graduated from the School of Economics and Management of North China University of Technology in 1996, majoring in Economic Law, and obtained a bachelor's degree in law. Mr. Jing joined Beijing Municipal Economic Development and Investment Co., Ltd. (formerly known as Beijing Municipal Economic Development and Investment Company) in July 1996, successively serving as the deputy manager of the asset management department, the deputy manager of the operation management department, the manager of the operation management department, the

manager of the real estate development, assistant to the general manager, the deputy general manager, the executive deputy general manager, director, the general manager and the deputy secretary of the Party Committee.

Ms. Du Guoqing, aged 49, serves as a professor, a tutor of postgraduate and doctoral students as well as the director of Institute of Advertiser under the Advertising School of Communication University of China. Ms. Du successively obtained a bachelor's degree of education in Chinese Linguistics and Literature from Hebei Normal University (formerly known as Hebei Normal College), a master's degree in journalism and a doctoral degree of advertising from Communication University of China (formerly known as Beijing Broadcasting Institute). Ms. Du worked in Hebei Normal College from 1998 to 2003 and has been working in Communication University of China since 2003. During the period, Ms. Du has served as the director of Institute of Advertiser of Communication University of China since 2002, and served as the editor-in-chief of MARKET OBSERVER — Advertiser (《市場觀察 — 廣告主》) by China Enterprise Confederation from 2002 to 2007, a researcher of the headquarter of Dentsu Group (4324.TYO) in Tokyo, Japan from January 2010 to March 2010, the deputy director and director of the Public Relation Department under Communication University of China from 2010 to 2018. Ms. Du is currently the editor-in- chief of New Trend (《新趨勢》), an executive member of Advertising Artistic Committee of China TV Artists Association, a member of Law and Ethics Committee of China Advertising Association, a member of Academic Committee of China International Public Relations Association, an expert judge of Dentsu • China Advertising Talent Training Fund project, and a distinguished expert of the Asia Media Research Centre of Communication University of China and of the National Image Research Center of Tsinghua University.

Mr. Wang Zechen, aged 47, is currently the vice president of Beijing Chengshang Cultural Communication Co., Ltd.. Mr. Wang graduated from Beijing Jiaotong University in human resources management. Mr. Wang worked in the Audiovisual News Center of the Beijing Branch of Xinhua News Agency from February 2000 to December 2001 and held the positions of photographer and editor; Mr. Wang worked in Beijing Television Financial and Economic Channel from December 2001 to October 2006 and held the positions of photographer and film producer; and Mr. Wang has been serving as the vice president of Beijing Chengshang Cultural Communication Co., Ltd. since October 2006.

Save as disclosed above and as at the Latest Practicable Date, none of the above five director candidates has any relationship with any directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company, nor do they hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years. As at the Latest Practicable Date, none of the above five director candidates has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Biographical details of Supervisor candidates are set out as follows:

Mr. Liu Huibin, aged 46, a postgraduate, serves as the general counsel and the general manager of the Law Department in Beijing Capital Group Co., Ltd., the chairman of the Supervisory Committee in Beijing Capital Financial Asset Trading and Information Services Company Limited* (北京首創金融資產交易信息服務股份有限公司), and a supervisor of Beijing Capital Eco-Environment Protection Group Co., Ltd. (600008.SH). Mr. Liu holds the qualifications of law of the People's Republic of China and enterprise legal adviser. Mr. Liu successively served as an assistant to the judge of court and a partner lawyer of a law firm. Mr. Liu joined Beijing Capital Group Co., Ltd. in August 2013, successively serving as the deputy general manager and general manager as well as the general counsel of the Law Department, the chairman of the Supervisory Committee in Beijing Capital Financial Asset Trading and Information Services Company Limited since March 2016 and a supervisor of Beijing Capital Eco-Environment Protection Group Co., Ltd. (600008.SH) since February 2020.

Ms. Li Xiaomei, aged 47, is currently a deputy manager (manager level) of the enterprise development department of China Satellite Communications Co., Ltd., and is a researcher. Ms. Li obtained a master's degree in management science and engineering from the Graduate School of Xi'an University of Technology. From May 1999 to February 2008, Ms. Li worked for China Academy of Space Technology and served successively as an engineer of the materials department, an engineer of the asset operation department, the deputy director of the operation and investment office of the operation and development department and the principal of the operation and investment office of the civil-use industry department. From February 2008 to July 2021, Ms. Li worked for China Spacesat Co., Ltd. and served successively as the deputy general manager and the general manager of the development planning department, the general manager of the investment management department and the president assistant. Since July 2021, Ms. Li has joined China Satellite Communications Co., Ltd. as a deputy manager (manager level) of the enterprise development department.

Save as disclosed above and as at the Latest Practicable Date, neither of the above two Supervisor candidates has any relationship with any directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company, nor do they hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years. As at the Latest Practicable Date, neither of the above two Supervisor candidates has any interest in the shares of the Company within the meaning of Part XV of the SFO.

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

Contents of the Articles of Association, which reads:

“CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, THE PRESIDENT, EXECUTIVE VICE PRESIDENTS, VICE PRESIDENTS AND OTHER SENIOR MANAGEMENT”

is proposed to be amended as follows:

“CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, THE PRESIDENT, ~~EXECUTIVE VICE PRESIDENTS, VICE PRESIDENTS~~ AND OTHER SENIOR MANAGEMENT”

Paragraph 1 of Article 1 of the Articles of Association, which reads:

“The Company is incorporated as a joint stock company with limited liability pursuant to Company Law of the People’s Republic of China (“Company Law”), Special Regulations of the State Council on the Overseas Offerings and Listing of Shares by Joint Stock Limited Companies (“Special Regulations”), the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97) and other relevant laws and administrative regulations of the State.”

is proposed to be amended as follows:

“The Company is incorporated as a joint stock company with limited liability pursuant to Company Law of the People’s Republic of China (“Company Law”), Law of the People’s Republic of China on the State-Owned Assets of Enterprises, Special Regulations of the State Council on the Overseas Offerings and Listing of Shares by Joint Stock Limited Companies (“Special Regulations”), the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97) and other relevant laws and administrative regulations of the State.”

Article 7 of the Articles of Association, which reads:

“These Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company, who shall have the right to make any claims and propositions regarding the Company’s affairs in accordance with these Articles of Association.

The shareholders of the Company may pursue actions against the Company pursuant to these Articles of Association; the Company may pursue actions against its shareholders pursuant to these Articles of Association; the shareholders may pursue actions against other

shareholders pursuant to these Articles of Association; the shareholders may pursue actions against the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company pursuant to these Articles of Association.

The actions aforementioned include the instituting of legal proceedings with a competent court or filing with an arbitral institution for arbitration.”

is proposed to be amended as follows:

“These Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company, who shall have the right to make any claims and propositions regarding the Company’s affairs in accordance with these Articles of Association.

The shareholders of the Company may pursue actions against the Company pursuant to these Articles of Association; the Company may pursue actions against its shareholders pursuant to these Articles of Association; the shareholders may pursue actions against other shareholders pursuant to these Articles of Association; the shareholders may pursue actions against the directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company pursuant to these Articles of Association.

The actions aforementioned include the instituting of legal proceedings with a competent court or filing with an arbitral institution for arbitration.”

Article 25 of the Articles of Association, which reads:

“At any time during the period when the Company’s overseas listed foreign shares are listed on the Stock Exchange of Hong Kong Limited (“SEHK”), the Company shall ensure that all the documents (including overseas listed foreign shares) concerning the ownership of all its securities listed on SEHK contain the following statements:

...

- (II) The share buyer agrees with the Company’s every shareholder, director, supervisor, president, executive vice president, vice president and other senior executive, and the Company, on behalf of itself and its directors, supervisors, the president, executive vice presidents, vice presidents and other senior management, agrees with every shareholder, that all disputes or claims arising from these Articles of Association, or disputes or claims arising from the rights or obligations specified in the Company Law or other relevant PRC laws and administrative regulations and relating to the affairs of the Company shall be settled through arbitration in accordance with these Articles of Association, which arbitration shall be deemed such that the arbitral tribunal is authorised to conduct open hearing and announce the arbitration awards. The said arbitration awards shall be final and conclusive.

...”

is proposed to be amended as follows:

“At any time during the period when the Company’s overseas listed foreign shares are listed on the Stock Exchange of Hong Kong Limited (“SEHK”), the Company shall ensure that all the documents (including overseas listed foreign shares) concerning the ownership of all its securities listed on SEHK contain the following statements:

...

- (II) The share buyer agrees with the Company’s every shareholder, director, supervisor, president, ~~executive vice president~~, vice president and other senior executive, and the Company, on behalf of itself and its directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management, agrees with every shareholder, that all disputes or claims arising from these Articles of Association, or disputes or claims arising from the rights or obligations specified in the Company Law or other relevant PRC laws and administrative regulations and relating to the affairs of the Company shall be settled through arbitration in accordance with these Articles of Association, which arbitration shall be deemed such that the arbitral tribunal is authorised to conduct open hearing and announce the arbitration awards. The said arbitration awards shall be final and conclusive.

...”

Article 52 of the Articles of Association, which reads:

“The common shareholders of the Company shall have the following rights:

...

- (V) To obtain relevant information in accordance with these Articles of Association, including:

...

2. Having the right to consult and copy relevant information after paying reasonable expenses:

...

- (2) Personal data of directors, supervisors, the President, executive vice presidents, vice presidents and other senior management of the Company, including:

- (a) Present and former names and aliases;

- (b) Principal addresses (domiciles);
- (c) Nationalities;
- (d) Full-time and all part-time occupations and positions; and
- (e) Identity certificates and numbers thereof;

...”

is proposed to be amended as follows:

“The common shareholders of the Company shall have the following rights:

...

- (V) To obtain relevant information in accordance with these Articles of Association, including:

...

2. Having the right to consult and copy relevant information after paying reasonable expenses:

...

- (2) Personal data of directors, supervisors, the President, ~~executive vice presidents~~, vice presidents and other senior management of the Company, including:

- (a) Present and former names and aliases;
- (b) Principal addresses (domiciles);
- (c) Nationalities;
- (d) Full-time and all part-time occupations and positions; and
- (e) Identity certificates and numbers thereof;

...”

Article 58 of the Articles of Association, which reads:

“The Company may not enter into any contract with anyone other than a director, supervisor, president, executive vice president, vice president and other senior executive to have all or significant part of the Company’s business in the care of the said person, unless approved by the shareholders at a general meeting.”

is proposed to be amended as follows:

“The Company may not enter into any contract with anyone other than a director, supervisor, president, ~~executive vice president~~, vice president and other senior executive to have all or significant part of the Company’s business in the care of the said person, unless approved by the shareholders at a general meeting.”

Article 63 of the Articles of Association, which reads:

“The notice of a general meeting shall meet the following requirements:

...

- (V) If the matters to be discussed involve material interests of any director, supervisor, president, executive vice president, vice president and other senior management, the nature and extent of the said material interests shall be disclosed; if the effect of the matters to be discussed on the said director, supervisor, president, executive vice president, vice president and other senior management in their capacity as shareholders is different from that on shareholders of the same class, such differences shall also be explained;

...”

is proposed to be amended as follows:

“The notice of a general meeting shall meet the following requirements:

...

- (V) If the matters to be discussed involve material interests of any director, supervisor, president, ~~executive vice president~~, vice president and other senior management, the nature and extent of the said material interests shall be disclosed; if the effect of the matters to be discussed on the said director, supervisor, president, ~~executive vice president~~, vice president and other senior management in their capacity as shareholders is different from that on shareholders of the same class, such differences shall also be explained;

...”

Article 80 of the Articles of Association, which reads:

“General meetings shall be convened and presided over by the chairman. If the chairman of the board of directors of the Company cannot attend the meeting for any reason, he may designate the vice chairman of the board of directors of the Company to convene and preside over the meeting. If neither the chairman nor the vice chairman can attend the meeting, the chairman may designate a director of the Company to convene and preside over the meeting in proxy; if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; in case of failure to

elect a person to preside over the meeting for any reason, the shareholder (including proxies thereof) attending the meeting and holding the most voting shares shall preside over the meeting.”

is proposed to be amended as follows:

“General meetings shall be convened and presided over by the chairman. If the chairman of the board of directors of the Company cannot attend the meeting for any reason, ~~he may designate the vice chairman of the board of directors of the Company to convene and preside over the meeting. If neither the chairman nor the vice chairman can attend the meeting, the chairman~~ he may designate a director of the Company to convene and preside over the meeting in proxy; if no person is designated to preside over the meeting, the attending shareholders may elect a person to preside over the meeting; in case of failure to elect a person to preside over the meeting for any reason, the shareholder (including proxies thereof) attending the meeting and holding the most voting shares shall preside over the meeting.”

Article 93 of the Articles of Association, which reads:

“The Company shall establish a board of directors. The board of directors shall comprise fifteen (15) directors, including one (1) Chairman, two (2) vice Chairman and five (5) independent non-executive directors. The external directors (namely directors who do not hold any position in the Company) shall account for one half or more of the board of directors and independent non-executive directors (namely directors who are independent of the Shareholders and do not hold any position in the Company) shall account for at least one third of the board of directors.

The board of directors shall appoint one Chairman and the Company may appoint two vice Chairmen in accordance with its specific situation.

...”

is proposed to be amended as follows:

“The Company shall establish a board of directors. The board of directors shall comprise ~~fifteen (15)~~ nine (9) to eleven (11) directors; ~~the board of directors shall appoint one (1) Chairman, two (2) vice Chairman and five (5) independent non-executive directors.~~ The external directors (namely directors who do not hold any position in the Company) shall account for one half or more of the board of directors and independent non-executive directors (namely directors who are independent of the Shareholders and do not hold any position in the Company) shall account for at least one third of the board of directors.

~~The board of directors shall appoint one Chairman and the Company may appoint two vice Chairmen in accordance with its specific situation.~~

...”

Article 94 of the Articles of Association, which reads:

“...

The chairman of the board of directors and vice chairman of the board of directors shall be elected and removed by more than half of all the directors, shall serve a term of three years, and is eligible for reelection.

...

The chairman of the board of directors and directors may serve concurrently as president, executive vice president, vice president or other senior executive (except supervisor) of the Company.

...”

is proposed to be amended as follows:

“...

The chairman of the board of directors ~~and vice chairman of the board of directors~~ shall be elected and removed by more than half of all the directors, shall serve a term of three years, and is eligible for reelection.

...

The chairman of the board of directors and directors may serve concurrently as president, ~~executive vice president~~, vice president or other senior executive (except supervisor) of the Company.

...”

Article 95 of the Articles of Association, which reads:

“The board of directors shall be accountable to the general meeting and exercise the following functions and powers:

...

(IX) To appoint or remove the Company’s president and executive vice president; to appoint or remove the Company’s vice president and other senior management (including chief financial officer) according to the proposals of the president and determine their remunerations;

...”

is proposed to be amended as follows:

“The board of directors shall be accountable to the general meeting and exercise the following functions and powers:

...

(IX) To appoint or remove the Company’s president ~~and executive vice president~~; to appoint or remove the Company’s vice president and other senior management (including chief financial officer) according to the proposals of the president and determine their remunerations;

...”

Article 97 of the Articles of Association, which reads:

“...

If the chairman of the board of directors is unable to perform his duties, such duties shall be performed in proxy by the vice chairman of the board of directors designated by the chairman of the board of directors.”

is proposed to be amended as follows:

“...

If the chairman of the board of directors is unable to perform his duties, such duties shall be performed in proxy by the ~~vice chairman of the board of~~ directors designated by the chairman of the board of directors.”

Article 98 of the Articles of Association, which reads:

“The board of directors convenes at least four meetings regularly every year. Meetings of the board of directors shall be convened by the chairman of the board of directors, notice shall be served with the notice of such regular meetings sent to all the directors at least fifteen days in advance. As for convening all other meetings of the board of directors, notices shall be served to all directors within a reasonable period. In emergency, extraordinary meetings of the board of directors may be convened upon proposal by more than two directors or by one third (1/3) of the directors or by the president of the Company.”

is proposed to be amended as follows:

“The board of directors convenes at least four meetings regularly every year. Meetings of the board of directors shall be convened by the chairman of the board of directors, notice shall be served with the notice of such regular meetings sent to all the directors at least ~~fifteen~~ fourteen days in advance. As for convening all other meetings of the board of directors, notices shall be served to all directors within a reasonable period. In emergency,

extraordinary meetings of the board of directors may be convened upon proposal by more than two directors or by one third (1/3) of the directors or by the president of the Company.”

Article 99 of the Articles of Association, which reads:

“The notice of meetings or extraordinary meetings of the board of directors shall be served as follows:

- (I) No notice shall be served if the time and venue of a regular meeting of the board of directors have been specified by the board of directors in advance;
- (II) If the board of directors does not decide the time or venue of the meeting of the board of directors beforehand, the chairman of the board of directors shall urge the secretary of the board of directors to inform all directors and supervisors of the time and venue of the said meeting by telex, telegram, fax, express mail, registered mail or personal delivery at least 10 (but at most 14) days beforehand;
- (III) Where an extraordinary meeting of the board of directors needs to be convened in emergency, the chairman of the board of directors shall urge the secretary of the board of directors to inform all directors and supervisors of the time, venue and form of the said meeting by telegram, telex, fax, express mail, registered mail or personal delivery at least 2 (but at most 10) days beforehand;
- (IV) The notice shall be served in Chinese, or in English if necessary, and shall include the agenda. Any director may waive the right to obtain the notice of meetings of the board of directors;
- (V) Notice of meeting shall be deemed to have been served to any director who attends the meeting without raising any objection before or during the meeting that he has not received the notice of meeting;
- (VI) Regular or extraordinary meetings of the board of directors convened in the form of teleconference or with the help of communications equipment shall ensure that the attending directors are able to hear clearly the directors who speak at the meetings and communicate amongst themselves. All the participating directors shall be deemed as having attended the meeting in person;
- (VII) Save as otherwise specified in the listing rules of the stock exchange with which the Company is listed, the board of directors may adopt motion in lieu of meeting of the board of directors, but the draft of the said motion must be sent to every director by personal delivery, post, telegram or fax. If the number of the directors signing on the draft satisfies the quorum, and the motion has been sent to the secretary of the board of directors by the aforesaid means, the said motion shall be deemed as the resolution of board of directors, then no further meeting of the board of directors will be necessary.

(VIII) The written resolution signed by all the directors shall be deemed as having the same validity as the resolution approved at a legally convened meeting of the board of directors. Such written resolution may be executed in several counterparts, each of which shall be signed by one or more directors. Any resolution of the Company signed by directors or bearing the names of directors and sent by telegram, telex, post, fax or personal delivery shall be deemed as having been signed by the directors according to this paragraph.”

is proposed to be amended as follows:

“The notice of meetings ~~or extraordinary meetings~~ of the board of directors shall be served as follows:

- ~~(I)~~ No notice shall be served if the time and venue of a regular meeting of the board of directors have been specified by the board of directors in advance;
- ~~(II)~~ If the board of directors does not decide the time or venue of the meeting of the board of directors beforehand, the chairman of the board of directors shall urge the secretary of the board of directors to inform all directors and supervisors of the time and venue of the said meeting by telex, telegram, fax, express mail, registered mail or personal delivery at least 10 (but at most 14) days beforehand;
- ~~(III)~~ Where an extraordinary meeting of the board of directors needs to be convened in emergency, the chairman of the board of directors shall urge the secretary of the board of directors to inform all directors and supervisors of the time, venue and form of the said meeting by telegram, telex, fax, express mail, registered mail or personal delivery at least 2 (but at most 10) days beforehand;
- ~~(IV)~~(I) The notice shall be served in Chinese, or in English if necessary, and shall include the agenda. Any director may waive the right to obtain the notice of meetings of the board of directors;
- ~~(V)~~(II) Notice of meeting shall be deemed to have been served to any director who attends the meeting without raising any objection before or during the meeting that he has not received the notice of meeting;
- ~~(VI)~~(III) Regular or extraordinary meetings of the board of directors convened in the form of teleconference or with the help of communications equipment shall ensure that the attending directors are able to hear clearly the directors who speak at the meetings and communicate amongst themselves. All the participating directors shall be deemed as having attended the meeting in person;
- ~~(VII)~~(IV) Save as otherwise specified in the listing rules of the stock exchange with which the Company is listed, the board of directors may adopt motion in lieu of meeting of the board of directors, but the draft of the said motion must be sent to every director by personal delivery, post, telegram or fax. If

the number of the directors signing on the draft satisfies the quorum, and the motion has been sent to the secretary of the board of directors by the aforesaid means, the said motion shall be deemed as the resolution of board of directors, then no further meeting of the board of directors will be necessary;

~~(VIII)~~(V) The written resolution signed by all the directors shall be deemed as having the same validity as the resolution approved at a legally convened meeting of the board of directors. Such written resolution may be executed in several counterparts, each of which shall be signed by one or more directors. Any resolution of the Company signed by directors or bearing the names of directors and sent by telegram, telex, post, fax or personal delivery shall be deemed as having been signed by the directors according to this paragraph.”

Article 107 of the Articles of Association, which reads:

“The Company shall have one (1) president, four (4) executive vice presidents, several vice presidents, and one (1) chief financial officer appointed or dismissed by the board of directors. They shall serve a term of three years, and may be reelected for successive terms.”

is proposed to be amended as follows:

“The Company shall have one (1) president, ~~four (4) executive vice presidents~~, several vice presidents, and one (1) chief financial officer appointed or dismissed by the board of directors. They shall serve a term of three years, and may be reelected for successive terms. The Company may, if necessary, appoint a certain number of executive vice presidents among vice presidents.”

Article 108 of the Articles of Association, which reads:

“The president shall be accountable to the board of directors, in overall charge of the work of the Company, and may request the board of directors to appoint or dismiss executive vice presidents and vice presidents.”

is proposed to be amended as follows:

“The president shall be accountable to the board of directors, in overall charge of the work of the Company, and may request the board of directors to appoint or dismiss ~~executive vice presidents and~~ vice presidents.”

Article 110 of the Articles of Association, which reads:

“The president and executive vice president of the Company shall be present at meetings of the board of directors, and if they are not directors, shall not have any voting right at the meetings.”

is proposed to be amended as follows:

“The president ~~and executive vice president~~ of the Company shall be present at meetings of the board of directors, and if they are not directors, shall not have any voting right at the meetings.”

Article 111 of the Articles of Association, which reads:

“In exercising their functions and powers, the president, executive vice president, vice president and chief financial officer of the Company shall fulfil the obligation of integrity and diligence in accordance with laws, administrative regulations and these Articles of Association, and shall not modify the resolutions of general meetings and meetings of the board of directors or go beyond their terms of reference.”

is proposed to be amended as follows:

“In exercising their functions and powers, the president, ~~executive vice president~~, vice president and chief financial officer of the Company shall fulfil the obligation of integrity and diligence in accordance with laws, administrative regulations and these Articles of Association, and shall not modify the resolutions of general meetings and meetings of the board of directors or go beyond their terms of reference.”

Article 112 of the Articles of Association, which reads:

“The Company shall have a supervisory committee, which is responsible for supervising the board of directors and its members, the president, executive vice presidents, vice presidents and other senior management, and preventing the same from abusing their powers to infringe upon the rights and interests of the shareholders, the Company and employees thereof.”

is proposed to be amended as follows:

“The Company shall have a supervisory committee, which is responsible for supervising the board of directors and its members, the president, ~~executive vice presidents~~, vice presidents and other senior management, and preventing the same from abusing their powers to infringe upon the rights and interests of the shareholders, the Company and employees thereof.”

Article 113 of the Articles of Association, which reads:

“The supervisory committee shall comprise five members, including one chairman. External supervisors (without holding any position in the Company) shall account for more than 1/2 of all the supervisors, and there shall be two or more independent supervisors (i.e. supervisors independent of the shareholders of the Company and do not hold any position in the Company). The term of office of a supervisor shall be three years, upon expiration thereof the said supervisor may be reelected for successive terms.

...”

is proposed to be amended as follows:

“The supervisory committee shall comprise three to five members, including one chairman. ~~External supervisors (without holding any position in the Company) shall account for more than 1/2 of all the supervisors, and there shall be two or more independent supervisors (i.e. supervisors independent of the shareholders of the Company and do not hold any position in the Company).~~ The term of office of a supervisor shall be three years, upon expiration thereof the said supervisor may be reelected for successive terms.

...”

Article 115 of the Articles of Association, which reads:

“The directors, president, executive vice president, vice president, chief financial officer and other senior management of the Company shall not serve concurrently as supervisors.”

is proposed to be amended as follows:

“The directors, president, ~~executive vice president~~, vice president, chief financial officer and other senior management of the Company shall not serve concurrently as supervisors.”

Article 116 of the Articles of Association, which reads:

“Meetings of supervisory committee shall be held at least once (1) a year and shall be convened by the chairman of the supervisory committee.”

is proposed to be amended as follows:

“Meetings of supervisory committee shall be held at least once ~~(1) a year~~ every six months and shall be convened by the chairman of the supervisory committee. The supervisors may propose to convene extraordinary meetings of the supervisory committee.”

Article 117 of the Articles of Association, which reads:

“The supervisory committee shall be responsible to the general meeting and exercise the following functions and powers:

...

- (II) To supervise the Company’s directors, the president, executive vice presidents, vice presidents and other senior management for any violation of laws, administrative regulations or these Articles of Association while they perform their duties for the Company;

(III) If any act of the Company's directors, president, executive vice presidents, vice presidents and other senior management damages the interest of the Company, to require them to rectify such act accordingly;

...

The outside supervisors shall independently report to the general meeting on the honesty and due diligence of the senior management of the Company.

..."

is proposed to be amended as follows:

"The supervisory committee shall be responsible to the general meeting and exercise the following functions and powers:

...

(II) To supervise the Company's directors, the president, ~~executive vice presidents,~~ vice presidents and other senior management for any violation of laws, administrative regulations or these Articles of Association while they perform their duties for the Company;

(III) If any act of the Company's directors, president, ~~executive vice presidents,~~ vice presidents and other senior management damages the interest of the Company, to require them to rectify such act accordingly;

...

~~The outside supervisors shall independently report to the general meeting on the honesty and due diligence of the senior management of the Company...."~~

Article 118 of the Articles of Association, which reads:

"The notice of extraordinary meetings of the supervisory committee shall be served to all the supervisors in written form at least ten (10) (but not more than fifteen (15)) days in advance. A meeting of the supervisory committee shall be attended by more than two thirds (2/3) (inclusive) of the members of the supervisory committee."

is proposed to be amended as follows:

"The notice of extraordinary meetings of the supervisory committee shall be served to all the supervisors in written form ~~at least ten (10) (but not more than fifteen (15)) days~~ within a reasonable period in advance. A meeting of the supervisory committee shall be attended by more than ~~two thirds (2/3) (inclusive)~~ half (1/2) of the members of the supervisory committee."

Title of the Chapter 14 the Articles of Association, which reads:

“CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, THE PRESIDENT, EXECUTIVE VICE PRESIDENTS, VICE PRESIDENTS AND OTHER SENIOR MANAGEMENT”

is proposed to be amended as follows:

“CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, THE PRESIDENT, ~~EXECUTIVE VICE PRESIDENTS,~~ VICE PRESIDENTS AND OTHER SENIOR MANAGEMENT”

Article 121 of the Articles of Association, which reads:

“In any of the following circumstances, a person shall not serve as director, supervisor, the president, executive vice presidents or other senior executive of the Company:

...”

is proposed to be amended as follows:

“In any of the following circumstances, a person shall not serve as director, supervisor, the president, ~~executive vice presidents,~~ vice presidents or other senior executive of the Company:

...”

Article 122 of the Articles of Association, which reads:

“The validity of an act of a director, president, executive vice president, vice president or other senior executive on behalf of the Company for a goodwill third person is not affected by any incompliance in the appointment, election or qualification thereof.”

is proposed to be amended as follows:

“The validity of an act of a director, president, ~~executive vice president,~~ vice president or other senior executive on behalf of the Company for a goodwill third person is not affected by any incompliance in the appointment, election or qualification thereof.”

Article 123 of the Articles of Association, which reads:

“In exercising the functions and powers conferred by the Company, directors, supervisors, the President, executive vice presidents, vice presidents and other senior management shall fulfil the following obligations to the shareholders in addition to the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange with which the Company is listed:

...”

is proposed to be amended as follows:

“In exercising the functions and powers conferred by the Company, directors, supervisors, the President, ~~executive vice presidents~~, vice presidents and other senior management shall fulfil the following obligations to the shareholders in addition to the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange with which the Company is listed:

...”

Article 124 of the Articles of Association, which reads:

“In exercising rights or fulfilling obligations, the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management have the duty to act with due discretion, diligence and skill as a reasonable discreet person should do in similar circumstances.”

is proposed to be amended as follows:

“In exercising rights or fulfilling obligations, the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management have the duty to act with due discretion, diligence and skill as a reasonable discreet person should do in similar circumstances.”

Article 125 of the Articles of Association, which reads:

“In fulfilling duties, the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management shall observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but is not limited to) the following obligations:

...

(XII) Without the informed consent of the shareholders at a general meeting, not to disclose any confidential information related to the Company acquired by them during the term of their office; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other governmental competent authorities in the following circumstances:

...

3. Required for the interests of the said directors, supervisors, the President, executive vice presidents, vice presidents and other senior management.”

is proposed to be amended as follows:

“In fulfilling duties, the directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management shall observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but is not limited to) the following obligations:

...

(XII) Without the informed consent of the shareholders at a general meeting, not to disclose any confidential information related to the Company acquired by them during the term of their office; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other governmental competent authorities in the following circumstances:

...

3. Required for the interests of the said directors, supervisors, the President, ~~executive vice presidents,~~ vice presidents and other senior management.”

Article 126 of the Articles of Association, which reads:

“Directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company shall not tell the following persons or institutions (“Connected Person” in these Articles of Association) to do anything that the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management cannot do:

- (I) Spouses or minor offspring of directors, supervisors, the president, executive vice presidents, vice presidents and other senior management;
- (II) Trustees of directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company or persons set out in Item (I) herein;
- (III) Partners of directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company or persons set out in Items (I) and (II) herein;
- (IV) Companies effectively independently controlled by directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company or companies effectively jointly controlled with the persons set out in Items (I), (II) and (III) herein or other directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company;

- (V) Directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the controlled companies as set out in Item (IV) herein;”

is proposed to be amended as follows:

“Directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company shall not tell the following persons or institutions (“Connected Person” in these Articles of Association) to do anything that the directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management cannot do:

- (I) Spouses or minor offspring of directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management;
- (II) Trustees of directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company or persons set out in Item (I) herein;
- (III) Partners of directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company or persons set out in Items (I) and (II) herein;
- (IV) Companies effectively independently controlled by directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company or companies effectively jointly controlled with the persons set out in Items (I), (II) and (III) herein or other directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company; or
- (V) Directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the controlled companies as set out in Item (IV) herein;.”

Article 127 of the Articles of Association, which reads:

“The honesty obligation of directors, supervisors, the president, executive vice presidents, vice presidents and other senior management shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation for the Company shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the director and the Company was terminated.”

is proposed to be amended as follows:

“The honesty obligation of directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation for the Company shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the director and the Company was terminated.”

Article 128 of the Articles of Association, which reads:

“The liability of directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company for breaching a given obligation may be exempted through an informed resolution given by shareholders at a general meeting, save for the circumstances specified in Article 54 of these Articles of Association.”

is proposed to be amended as follows:

“The liability of directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company for breaching a given obligation may be exempted through an informed resolution given by shareholders at a general meeting, save for the circumstances specified in Article 54 of these Articles of Association.”

Article 129 of the Articles of Association, which reads:

- “(I) If directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or under planning with the Company (exclusive of engagement contract with the Company), they shall responsively disclose the nature and extent of the said interests to the board of directors regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.
- (II) A director shall not vote on any resolution of the board of directors with contracts, transactions, arrangements or any suggestion where he or any of his associates owns a material interest, and shall not be counted in the quorum of relevant meetings. However, if relevant resolutions involve any one or more of the following issues, the aforesaid provision shall not apply and the said director may vote (and be counted in the quorum):
- (a) Regarding the loans borrowed from or liabilities undertaken by a director or any of his associates as required by the Company or any of its subsidiaries or for the interests of the Company or any of its subsidiaries, any guarantee, compensation assurance or mortgage is provided for the director or any of his associates;

- (b) If any guarantee, compensation assurance or mortgage is provided for a third party due to the debts or liabilities of the Company or any of its subsidiaries, the director or any of his associates shall severally or jointly with others bear all or part of the liability for providing such guarantee, compensation assurance or mortgage;
 - (c) The Company or any of its subsidiaries offers securities and relevant director or any of his associates shall have or may have the right to participate in the said offer as the security holder, or participate in the underwriting or sub-underwriting of relevant securities;
 - (d) Any contract of any other company (a company in which the director or any of his associates shall not necessarily hold 5% or more of its equity) in which the director or any of his associates directly or indirectly has interests as a senior executive or shareholder;
 - (e) Any suggestion or arrangement relating to interests of the employees of the Company or the subsidiaries thereof, including (i) adopting, amending or implementing any employees' share scheme, or share award scheme or share subscription scheme from which any director can benefit; or (ii) adopting, amending or implementing the provident fund, pension, or death or disability allowance schemes relating to the directors, their associates and employees of the Company or the subsidiaries thereof, in which the directors or their associates are not given the privileges or benefits that the persons related to the said schemes do not generally have;
 - (f) Any contract in which a director or any of his associates also has interests like other persons who hold the Company's shares, bonds or other rights and interests in securities just because of their holding the same.
- (III) As for Item (II) herein, if and only if (only in the case of [if and only if]) a director and any of his associates (directly or indirectly) holds or beneficially owns five percent (5%) or more shares of any class of a company (or any third party company through which the said director or his associate acquires relevant equity), or five percent (5%) or more of the voting rights as shareholders of the said company, the said company shall be deemed as one in which the said director and any of his associates jointly hold five percent (5%) or more equity. In the context of this paragraph, any share which a director or any of his associates holds as a passive trustee or custodian trustee but in which the said director or associate has no beneficial interest, any constitutional share in which the interest of a director and his associates is trust (if and only if some other persons have the right to collect the income of the said trust) of reversion or residue, and any constitutional share of the authorised unit trust scheme in which the director or his associate has interests as a unit holder, shall not be counted.

- (IV) If a company in which a director or any of his associates owns 5% or more of its equity has material interests in a contract, the said director shall also be deemed as having material interests in the said contract.
- (V) If such problems as whether a director (excluding the presider of the meeting) or any of his associates has material interests or a director (excluding the presider of the meeting) has the voting right at any meeting cannot be solved with the voluntary waiver of the voting right of the said director, the said problem shall be submitted to the presider of the meeting, whose ruling on the related director shall be final. If the nature or extent of the interests of the related director or any of his associates is not fairly disclosed, the aforesaid provisions shall not apply. If any problem relating to the presider of the meeting or any of his associates arises and the said problem cannot be solved with the voluntary waiver of the voting right of the presider of the meeting, the said problem shall be subject to the resolution of the board of directors (in this respect, the presider shall be counted in the quorum but shall not vote on this), which the resolution shall be final. Where the nature or extent of the interests of the presider or any of his associates is not fairly disclosed, the aforesaid provisions shall not apply.
- (VI) Unless the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company having material interests have disclosed the said interests to the board of directors as per the preceding paragraph herein, and the board of directors has not counted them in the quorum or approved the said matter at a meeting at which they do not vote, the Company shall have the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the other parties are goodwill parties uninformed of the default of the said directors, supervisors, the president, executive vice presidents, vice presidents and other senior management.
- (VII) If the connected persons of the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the president, executive vice presidents, vice presidents and other senior management shall be deemed as having interests.
- (VIII) Directors shall not vote on contracts, transactions or arrangements in which they have material interests, and shall not be counted in the quorum of the meeting.
- (IX) The “associate” mentioned in this Article is as defined in Listing Rules.”

is proposed to be amended as follows:

- “(I) If directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or under planning with the Company (exclusive of engagement contract with the

Company), they shall responsively disclose the nature and extent of the said interests to the board of directors regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.

- (II) A director shall not vote on any resolution of the board of directors with contracts, transactions, arrangements or any suggestion where he or any of his close associates owns a material interest, and shall not be counted in the quorum of relevant meetings. However, if relevant resolutions involve any one or more of the following issues, the aforesaid provision shall not apply and the said director may vote (and be counted in the quorum):
- (a) Regarding the loans borrowed from or liabilities undertaken by a director or any of his close associates as required by the Company or any of its subsidiaries or for the interests of the Company or any of its subsidiaries, any guarantee, compensation assurance or mortgage is provided for the director or any of his close associates;
 - (b) If any guarantee, compensation assurance or mortgage is provided for a third party due to the debts or liabilities of the Company or any of its subsidiaries, the director or any of his close associates shall severally or jointly with others bear all or part of the liability for providing such guarantee, compensation assurance or mortgage;
 - (c) The Company or any of its subsidiaries offers securities and relevant director or any of his close associates shall have or may have the right to participate in the said offer as the security holder, or participate in the underwriting or sub-underwriting of relevant securities;
 - (d) Any contract of any other company (a company in which the director or any of his close associates shall not necessarily hold 5% or more of its equity) in which the director or any of his close associates directly or indirectly has interests as ~~a senior~~ an officer or executive or a shareholder;
 - (e) Any suggestion or arrangement relating to interests of the employees of the Company or the subsidiaries thereof, including (i) adopting, amending or implementing any employees' share scheme, or share award scheme or share subscription scheme from which any director can benefit; or (ii) adopting, amending or implementing the provident fund, pension, or death or disability allowance schemes relating to the directors, their close associates and employees of the Company or the subsidiaries thereof, in which the directors or their close associates are not given the privileges or benefits that the persons related to the said schemes do not generally have;
 - (f) Any contract in which a director or any of his close associates also has interests like other persons who hold the Company's shares, bonds or other rights and interests in securities just because of their holding the same.

- (III) As for Item (II) herein, if and only if (only in the case of [if and only if]) a director and any of his close associates (directly or indirectly) holds or beneficially owns five percent (5%) or more shares of any class of a company (or any third party company through which the said director or his close associate acquires relevant equity), or five percent (5%) or more of the voting rights as shareholders of the said company, the said company shall be deemed as one in which the said director and any of his close associates jointly hold five percent (5%) or more equity. In the context of this paragraph, any share which a director or any of his close associates holds as a passive trustee or custodian trustee but in which the said director or close associate has no beneficial interest, any constitutional share in which the interest of a director and his close associates is trust (if and only if some other persons have the right to collect the income of the said trust) of reversion or residue, and any constitutional share of the authorised unit trust scheme in which the director or his close associate has interests as a unit holder, shall not be counted.
- (IV) If a company in which a director or any of his close associates owns 5% or more of its equity has material interests in a contract, the said director shall also be deemed as having material interests in the said contract.
- (V) If such problems as whether a director (excluding the presider of the meeting) or any of his close associates has material interests or a director (excluding the presider of the meeting) has the voting right at any meeting cannot be solved with the voluntary waiver of the voting right of the said director, the said problem shall be submitted to the presider of the meeting, whose ruling on the related director shall be final. If the nature or extent of the interests of the related director or any of his close associates is not fairly disclosed, the aforesaid provisions shall not apply. If any problem relating to the presider of the meeting or any of his close associates arises and the said problem cannot be solved with the voluntary waiver of the voting right of the presider of the meeting, the said problem shall be subject to the resolution of the board of directors (in this respect, the presider shall be counted in the quorum but shall not vote on this), which the resolution shall be final. Where the nature or extent of the interests of the presider or any of his close associates is not fairly disclosed, the aforesaid provisions shall not apply.
- (VI) Unless the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company having material interests have disclosed the said interests to the board of directors as per the preceding paragraph herein, and the board of directors has not counted them in the quorum or approved the said matter at a meeting at which they do not vote, the Company shall have the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the other parties are goodwill parties uninformed of the default of the said directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management.

(VII) If the connected persons of the directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management shall be deemed as having interests.

(VIII) Directors shall not vote on contracts, transactions or arrangements in which they have material interests, and shall not be counted in the quorum of the meeting.

(IX) The “close associate” mentioned in this Article is as defined in Listing Rules.”

Article 130 of the Articles of Association, which reads:

“If, before concluding relevant contracts, transactions or arrangements with the Company for the first time, the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company have notified the board of directors in writing that they will have interests in the contracts, transactions or arrangements concluded in the future because of the reasons set out in the notice, they will be deemed as having executed disclosure as specified in the preceding article.”

is proposed to be amended as follows:

“If, before concluding relevant contracts, transactions or arrangements with the Company for the first time, the directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management of the Company have notified the board of directors in writing that they will have interests in the contracts, transactions or arrangements concluded in the future because of the reasons set out in the notice, they will be deemed as having executed disclosure as specified in the preceding article.”

Article 131 of the Articles of Association, which reads:

“The Company shall not pay taxes in any form for the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management thereof.”

is proposed to be amended as follows:

“The Company shall not pay taxes in any form for the directors, supervisors, the president, ~~executive vice presidents,~~ vice presidents and other senior management thereof.”

Article 132 of the Articles of Association, which reads:

“The Company shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company or its parent company, or to the connected persons of the aforesaid persons.

The preceding paragraph does not apply to the following circumstances:

...

- (II) The Company, in accordance with the engagement contracts approved at the general meeting, provides loan, loan guarantee or other monies to the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company so that they may pay the expenses incurred for the Company or for fulfilling duties of the Company; and
- (III) If the normal business scope of the Company includes provision of loan and loan guarantee, the Company may provide loan and loan guarantee to the relevant directors, supervisors, the president, executive vice presidents, vice presidents and other senior management and the connected persons thereof, but the conditions for providing loan or loan guarantee shall be normal business conditions.”

is proposed to be amended as follows:

“The Company shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company or its parent company, or to the connected persons of the aforesaid persons.

The preceding paragraph does not apply to the following circumstances:

...

- (II) The Company, in accordance with the engagement contracts approved at the general meeting, provides loan, loan guarantee or other monies to the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company so that they may pay the expenses incurred for the Company or for fulfilling duties of the Company; and
- (III) If the normal business scope of the Company includes provision of loan and loan guarantee, the Company may provide loan and loan guarantee to the relevant directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management and the connected persons thereof, but the conditions for providing loan or loan guarantee shall be normal business conditions. ”

Article 134 of the Articles of Association, which reads:

“The Company shall not be forced to execute loan guarantee provided in violation of Paragraph I of Article 132 except in the following circumstances:

- (I) The loan provider does not know that it has provided loan to the connected persons of the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company or its parent company;

...”

is proposed to be amended as follows:

“The Company shall not be forced to execute loan guarantee provided in violation of Paragraph I of Article 132 except in the following circumstances:

- (I) The loan provider does not know that it has provided loan to the connected persons of the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company or its parent company;
or

...”

Article 136 of the Articles of Association, which reads:

“If the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management fail to fulfil the obligations to the Company, the Company shall have the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:

- (I) Require the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management to compensate the Company for the losses arising from their neglect of duty;
- (II) Cancel the contracts or transactions concluded between the Company and the directors, supervisors, the president, executive vice presidents, vice presidents and other senior management of the Company, or between the Company and a third person (if the third person knows or is supposed to know that the directors, supervisors, the President, executive vice presidents, vice presidents and other senior management representing the Company have breached their obligations to the Company);
- (III) Require the relevant directors, supervisors, the president, executive vice presidents, vice presidents and other senior management to surrender gains arising from breach of obligations;
- (IV) Recover the amounts, including (but not limited to) commissions, received by the relevant directors, supervisors, the president, executive vice presidents, vice presidents and other senior management but receivable by the Company; and
- (V) Require the relevant directors, supervisors, the president, executive vice presidents, vice presidents and other senior management to surrender interests earned or likely to be earned from monies payable to the Company;”

is proposed to be amended as follows:

“If the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management fail to fulfil the obligations to the Company, the Company shall have the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:

- (I) Require the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management to compensate the Company for the losses arising from their neglect of duty;
- (II) Cancel the contracts or transactions concluded between the Company and the directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management of the Company, or between the Company and a third person (if the third person knows or is supposed to know that the directors, supervisors, the President, ~~executive vice presidents~~, vice presidents and other senior management representing the Company have breached their obligations to the Company);
- (III) Require the relevant directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management to surrender gains arising from breach of obligations;
- (IV) Recover the amounts, including (but not limited to) commissions, received by the relevant directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management but receivable by the Company; and
- (V) Require the relevant directors, supervisors, the president, ~~executive vice presidents~~, vice presidents and other senior management to surrender interests earned or likely to be earned from monies payable to the Company.”

Article 158 of the Articles of Association, which reads:

“The certified public accountant engaged by the Company shall have the following rights:

- (I) To access the account books, records and vouchers of the Company, and to ask directors, the president, executive vice president, vice president or other senior management of the Company to provide relevant documents and explanations;

...”

is proposed to be amended as follows:

“The certified public accountant engaged by the Company shall have the following rights:

- (I) To access the account books, records and vouchers of the Company, and to ask directors, the president, ~~executive vice president~~, vice president or other senior management of the Company to provide relevant documents and explanations;

...”

Article 182 of the Articles of Association, which reads:

“The Company shall settle disputes following the rules below:

- (I) In the event of any dispute or claim between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and directors, supervisors, the President, executive vice presidents, vice presidents and other senior management, and between a holder of overseas listed foreign shares and a holder of domestic shares arising from rights and obligations specified in these Articles of Association, Company Law, Special Regulations and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.

The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration award if they are the Company or its shareholders, directors, supervisors, the President, executive vice presidents, vice presidents and other senior management.

...”

is proposed to be amended as follows:

“The Company shall settle disputes following the rules below:

- (I) In the event of any dispute or claim between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and directors, supervisors, the President, ~~executive vice presidents~~, vice presidents and other senior management, and between a holder of overseas listed foreign shares and a holder of domestic shares arising from rights and obligations specified in these Articles of Association, Company Law, Special Regulations and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.

The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration award if they are the Company or its shareholders, directors, supervisors, the President, ~~executive vice presidents~~, vice presidents and other senior management.

...”



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Beijing Media Corporation Limited (the “**Company**”) will be held at 2:00 p.m. on Thursday, 25 November 2021 at Conference Room 704, the 7th Floor, Beijing Youth Daily Agency, No. 23 Baijiazhuang Dongli, Chaoyang District, the People's Republic of China (the “**PRC**”), for the purpose of considering and, if thought fit, passing the following resolutions:

As Special Resolution

1. To consider and, if thought fit, to approve the amendments to the Articles of Association of the Company (details of the amendments are set out in the circular of the Company dated 9 November 2021).

As Ordinary Resolutions

2. To consider and, if thought fit, to approve the appointment of Mr. Xu Jian as an executive director of the seventh session of the board of directors of the Company, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
3. To consider and, if thought fit, to approve the appointment of Ms. Cui Ping as a non-executive director of the seventh session of the board of directors of the Company, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
4. To consider and, if thought fit, to approve the appointment of Mr. Jing Enji as a non-executive director of the seventh session of the board of directors of the Company, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

5. To consider and, if thought fit, to approve the appointment of Ms. Du Guoqing as an independent non-executive director of the seventh session of the board of directors of the Company, to authorize the remuneration committee of the board of directors of the Company to determine her remuneration, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
6. To consider and, if thought fit, to approve the appointment of Mr. Liu Huibin as a shareholder representative supervisor of the seventh session of the supervisory committee of the Company, and to authorize the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
7. To consider and, if thought fit, to approve the appointment of Ms. Li Xiaomei as a shareholder representative supervisor of the seventh session of the supervisory committee of the Company, and to authorize the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
8. To consider and, if thought fit, to approve the removal of Mr. Sun Fang from the position as a non-executive director of the seventh session of the board of directors of the Company.
9. To consider and, if thought fit, to approve the appointment of Mr. Wang Zechen as a non-executive director of the seventh session of the board of directors of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

By Order of the Board
Beijing Media Corporation Limited
Su Zhaohui
Chairman

Beijing, the PRC
9 November 2021

As at the date of this notice, the Board comprises: the executive directors of the Company, Shang Da and Liu Jia; the non-executive directors of the Company, Su Zhaohui, Sun Fang and Yang Qing; and the independent non-executive directors of the Company, Cui Enqing, Chen Ji, Wu Changqi, Shi Hongying and Chan Yee Ping, Michael.

Please also refer to the published version of this notice on the Company's website at www.bjmedia.com.cn.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. Eligibility for Attending the EGM

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, 26 October 2021 shall be entitled to attend the EGM.

Holders of H shares intending to attend and vote at the EGM to be held on Thursday, 25 November 2021 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 25 October 2021.

2. Proxy

- (1) Shareholders entitled to attend and vote at the EGM 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.
- (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 EGM 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 EGM

A shareholder or his proxy shall produce his identification document when attending the EGM. 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

The Register of Members will be closed from Tuesday, 26 October 2021 to Thursday, 25 November 2021 (both days inclusive), during which period no transfer of shares will be registered.

5. Method of Voting at the EGM

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 EGM will demand a poll in relation to all the proposed resolutions at the EGM.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

6. Miscellaneous

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

No. 23 Baijiazhuang Dongli,
Chaoyang District, Beijing 100026, the PRC
Telephone: (+86) 10 6590 2630
Fax: (+86) 10 6590 2801