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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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 AMENDMENT TO THE ARTICLES OF ASSOCIATION PROPOSED APPOINTMENT OF DIRECTOR NOTICE OF THE ANNUAL GENERAL MEETING NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING AND NOTICE OF H SHAREHOLDERS' CLASS MEETING

A letter from the Board is set out on pages 3 to 14 of this circular. A notice convening the AGM to be held at 2:30 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 15 to 17 of this circular. A notice convening the Domestic Shareholders' Class Meeting to be held at 4:00 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 18 to 20 of this circular. A notice convening the H Shareholders' Class Meeting to be held at 4:30 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 21 to 23 of this circular.

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

24 April 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION	7
NOTICE OF ANNUAL GENERAL MEETING	15
NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING	18
NOTICE OF H SHAREHOLDERS' CLASS MEETING	21

DEFINITIONS

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

“AGM”	the 2019 annual general meeting of the Company to be convened at 2:30 p.m. on Friday, 19 June 2020
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Class Meetings”	the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting
“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
“Director(s)”	the director(s) of the Company
“Domestic Shares”	Ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which is subscribed for and paid up in RMB
“Domestic Shareholders’ Class Meeting”	The class meeting of Domestic Shareholders to be convened at 4:00 p.m. on Friday, 19 June 2020
“H Shares”	Ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, all of which are listed on the Main Board of the Stock Exchange and traded in HK\$
“H Shareholders’ Class Meeting”	The class meeting of holders of H Shares to be convened at 4:30 p.m. on Friday, 19 June 2020
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	21 April 2020, 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)

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(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:

Ji Chuanpai
Wu Bin
Shang Da
Liu Jia

Registered Office:

Building A, No. 23 Baijiazhuang Dongli
Chaoyang District
Beijing 100026
PRC

Non-Executive Directors:

Zang Furong
Sun Fang
Yang Qing

Independent Non-Executive Directors:

Cui Enqing
Chen Ji
Wu Changqi
Shi Hongying

24 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
PROPOSED APPOINTMENT OF DIRECTOR**

I. INTRODUCTION

Reference is made to the announcements of the Company dated 27 March 2020 and 21 April 2020 in relation to the proposed amendments to the Articles of Association and the proposed appointment of director, respectively.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with all the information regarding, among others, (i) the proposed amendments to the Articles of Association; (ii) the proposed appointment of director; and (iii) notices convening the AGM and the Class Meetings, so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and the Class Meetings.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 27 March 2020, the Board proposed to amend the relevant provisions relating to the Articles of Association concerning the notice period of the general meeting, shareholders' proposal right and convening procedures, primarily for the purpose of complying with the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) (Guo Han [2019] No. 97).

Please refer the Appendix I for details of the proposed amendments to the Articles of Association.

III. PROPOSED APPOINTMENT OF DIRECTOR

On 21 April 2020, Mr. Chan Yee Ping, Michael was nominated as the independent non-executive Director with effect from the date of approval by the Shareholders at the AGM until expiration of the term of the seventh session of the Board.

Biographical details of Mr. Chan Yee Ping, Michael:

Mr. Chan Yee Ping, Michael, aged 43, he has more than ten years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He graduated from The Hong Kong Polytechnic University with an honour bachelor's degree in accountancy. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He is a director of MCI CPA Limited, a certified public accountant firm in Hong Kong. He is currently serving as independent non-executive director for four companies whose shares are listed on the Hong Kong Stock Exchange, namely China Sandi Holdings Limited (Stock Code: 910), China Wah Yan Healthcare Limited (formerly named as China Renji Medical Group Limited) (Stock Code: 648), StarGlory Holdings Company Limited (formerly named as New Wisdom Holding Company Limited) (Stock Code: 8213) and Champion Alliance International Holdings Limited (Stock Code: 1629). Mr. Chan has been serving as the company secretary of China Sunshine Paper Holdings Company Limited (Stock Code: 2002) since 2013. Since 2012, he also has been serving as a company secretary of another company whose shares are listed on the main board of the Hong Kong Stock Exchange, namely Northeast Electric Development Company Limited (Stock Code: 0042). From September 2017 to December 2018, he served as the independent non-executive director of Prosper One International Holdings Company Limited (Stock Code: 1470) whose shares are listed on the main board of the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

Save as disclosed above and as at the Latest Practicable Date, Mr. Chan Yee Ping, Michael does not have any relationship with any Director, supervisor, senior management or substantial or controlling Shareholder of the Company, nor does he 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, Mr. Chan Yee Ping, Michael does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). On the appointment of Mr. Chan Yee Ping, Michael as an independent non-executive Director being approved by the Shareholders of the Company, the Company will enter into a service contract with him. The term of office of Mr. Chan Yee Ping, Michael as an independent non-executive Director will be from the date of approval by the Shareholders of the Company at the AGM until the expiry of the term of office of the seventh session of the Board. Pursuant to the Articles of Association, Mr. Chan will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Chan Yee Ping, Michael's remuneration package will be determined by the remuneration committee of the Board after being authorized by the Shareholders of the Company at the AGM, by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

In consideration of the candidate of the independent non-executive Director, the nomination committee has considered his past performance, his written confirmation of independence to the Company under Rule 3.13 of Listing Rules and takes consideration of his skills, background, knowledge and experience. Mr. Chan Yee Ping, Michael has extensive experience in different areas, including audit, financial management, corporate secretarial management and corporate governance, etc.. In addition, his education, background, experience and practice enable him to provide relevant valuable opinions, and contribute to the diversity of the Board. He does not hold a position as a director in seven or more than seven listed companies, therefore, he is able to devote sufficient time and attention to 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 of the Company or any information in relation to the appointment of Mr. Chan Yee Ping, Michael that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company is of the view that Mr. Chan Yee Ping, Michael has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

IV. AGM AND CLASS MEETINGS

The AGM will be held at 2:30 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC, at which resolutions will be proposed to approve, among other matters, the proposed amendments to the Articles of Association and the proposed appointment of director. A notice convening the AGM is set out on pages 15 to 17 of this circular.

LETTER FROM THE BOARD

The Domestic Shareholders' Class Meeting will be held at 4:00 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC, at which resolution will be proposed to approve the proposed amendments to the Articles of Association. A notice convening the Domestic Shareholders' Class Meeting is set out on pages 18 to 20 of this circular.

The H Shareholders' Class Meeting will be held at 4:30 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC, at which resolution will be proposed to approve the proposed amendments to the Articles of Association. A notice convening the H Shareholders' Class Meeting is set out on pages 21 to 23 of this circular.

Votes on the resolutions to be considered at the AGM and the Class Meetings 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 AGM or the Class Meetings and is required to abstain from voting at the AGM or the Class Meetings.

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

V. RECOMMENDATION

The Directors believe that the resolutions, among other matters, regarding: (i) the proposed amendments to the Articles of Association; and (ii) the proposed appointment of director 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 AGM and the Class Meetings.

By order of the Board
Beijing Media Corporation Limited
Ji Chuanpai
Chairman

APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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

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”) 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”), 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 45 of the Articles of Association, which reads:

“Any change or correction of any part of the shareholders’ register shall comply with the law of the location where the said part is kept. Change of the shareholders’ register arising from share transfer shall not be registered within thirty (30) days before convening of a general meeting or five (5) days before the benchmark date on which the Company decides to distribute dividends.”

is proposed to be amended as follows:

“Any change or correction of any part of the shareholders’ register shall comply with the law of the location where the said part is kept. ~~Change of the shareholders’ register arising from share transfer shall not be registered within thirty (30) days before convening of a general meeting or five (5) days before the benchmark date on which the Company decides to distribute dividends.~~ Where relevant laws, regulations and the securities regulatory authorities in the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders prior to a shareholders’ general meeting or the benchmark date on which the Company decides to distribute dividends, such provisions shall prevail.”

Paragraph 2 of Article 48 of the Articles of Association, which reads:

“Application for reissue of share certificates lost by holders of domestic shares shall be processed pursuant to Article 150 of *Company Law*.”

is proposed to be amended as follows:

“Application for reissue of share certificates lost by holders of domestic shares shall be processed pursuant to Article ~~150~~143 of *Company Law*.”

Article 57 of the Articles of Association, which reads:

“A general meeting shall exercise the following functions and powers:

- (I) To resolve on the Company’s business guidelines and investment plans;
- (II) To elect and replace directors and to decide on matters relating to the remuneration of directors;
- (III) To elect and replace supervisors who are representatives of shareholders and to decide on matters relating to the remuneration of supervisors;
- (IV) To consider and approve reports of the board of directors;
- (V) To consider and approve reports of the supervisory committee;
- (VI) To consider and approve the annual financial budgets and final accounting plans of the Company;
- (VII) To consider and approve the Company’s profit distribution plans and loss recovery plans;
- (VIII) To resolve on capital increase or decrease of the Company;
- (IX) To resolve on matters such as proposals for material acquisition or disposal of the Company, and merger, division, dissolution and liquidation of the Company;
- (X) To resolve on the issue of bonds of the Company;
- (XI) To resolve on the appointment, removal or non-reappointment of the Company’s accounting firm;
- (XII) To amend these Articles of Association;
- (XIII) To consider proposals of shareholders representing more than five percent (5%) (inclusive) of the voting shares of the Company;

APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

(XIV) To resolve on other matters which, in accordance with the laws, administrative regulations and these Articles of Association, shall be approved by a general meeting; and

(XV) To resolve on other matters which, in accordance with the listing rules of the stock exchange with which the Company's shares are listed, shall be approved by a general meeting.

The general meeting may authorise or appoint the board of directors to handle matters authorised or assigned by the general meeting."

is proposed to be amended as follows:

"A general meeting shall exercise the following functions and powers:

(I) To resolve on the Company's business guidelines and investment plans;

(II) To elect and replace directors and to decide on matters relating to the remuneration of directors;

(III) To elect and replace supervisors who are representatives of shareholders and to decide on matters relating to the remuneration of supervisors;

(IV) To consider and approve reports of the board of directors;

(V) To consider and approve reports of the supervisory committee;

(VI) To consider and approve the annual financial budgets and final accounting plans of the Company;

(VII) To consider and approve the Company's profit distribution plans and loss recovery plans;

(VIII) To resolve on capital increase or decrease of the Company;

(IX) To resolve on matters such as proposals for material acquisition or disposal of the Company, and merger, division, dissolution and liquidation of the Company;

(X) To resolve on the issue of bonds of the Company;

(XI) To resolve on the appointment, removal or non-reappointment of the Company's accounting firm;

(XII) To amend these Articles of Association;

(XIII) To consider proposals of shareholders holding separately or aggregately ~~representing~~ more than ~~five~~ three percent (~~5%~~3%) (inclusive) of the voting shares of the Company;

(XIV) To resolve on other matters which, in accordance with the laws, administrative regulations and these Articles of Association, shall be approved by a general meeting; and

(XV) To resolve on other matters which, in accordance with the listing rules of the stock exchange with which the Company's shares are listed, shall be approved by a general meeting.

The general meeting may authorise or appoint the board of directors to handle matters authorised or assigned by the general meeting."

Article 60 of the Articles of Association, which reads:

"Where the Company convenes a general meeting, a written notice shall be given forty five (45) days prior to the date of the meeting to notify all the shareholders in the register of the matters to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the meeting shall deliver to the Company a written reply showing his intention to attend at least twenty (20) days before the meeting."

is proposed to be amended as follows:

"Where the Company convenes an annual general meeting, a written notice shall be given ~~forty five~~ twenty (4520) days, or where the Company convenes an extraordinary general meeting, a notice shall be given fifteen (15) days, prior to the date of the meeting to notify all the shareholders in the register of the matters to be considered at the meeting, and the date and venue of the meeting. ~~Any shareholder intending to attend the meeting shall deliver to the Company a written reply showing his intention to attend at least twenty (20) days before the meeting.~~

Where relevant laws, regulations and the securities regulatory authorities in the place where the shares of the Company are listed stipulate otherwise, such provisions shall prevail."

Article 61 of the Articles of Association, which reads:

"When the Company convenes an annual general meeting, shareholders holding more than five percent (5%) (inclusive) of the total voting shares of the Company shall have the right to submit proposals in writing to the Company, and the Company shall place the proposals on the agenda for the said annual general meeting if the said proposals fall within the functions and powers of general meetings."

APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

is proposed to be amended as follows:

“When the Company convenes an annual general meeting, shareholders holding separately or aggregately more than ~~five~~ three percent (~~53~~%) (inclusive) of the total voting shares of the Company shall have the right to submit proposals in writing to the Company ten (10) days before convening the general meeting. The Board shall notify other shareholders within two (2) days after receiving such proposals and present the proposals to the general meeting for consideration, and the Company shall place the proposals on the agenda for the said annual general meeting if the content of the said proposals fall within the functions and powers of general meetings and has definite topics and specific matters to resolve.”

Article 62 of the Articles of Association, which reads:

“The Company shall, based on the written replies received from shareholders twenty (20) days prior to the date of the general meeting, calculate the number of voting shares held by shareholders intending to attend the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than one half (1/2) of the Company’s voting shares, the Company may convene the general meeting; if not, the Company shall, within five (5) days, notify shareholders again of the matters to be considered, date and venue of the meeting in the form of public announcements. The Company may then convene the general meeting after such announcements.

An extraordinary general meeting shall not resolve on matters not specified in public announcements.”

is proposed to be amended as follows:

~~“The Company shall, based on the written replies received from shareholders twenty (20) days prior to the date of the general meeting, calculate the number of voting shares held by shareholders intending to attend the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting amounts to more than one half (1/2) of the Company’s voting shares, the Company may convene the general meeting; if not, the Company shall, within five (5) days, notify shareholders again of the matters to be considered, date and venue of the meeting in the form of public announcements. The Company may then convene the general meeting after such announcements. The general meeting shall not resolve on matters not specified in the notices referred in Article 60 and Article 61.~~

~~An extraordinary general meeting shall not resolve on matters not specified in public announcements.”~~

Paragraph 2 of Article 64 of the Articles of Association, which reads:

“Public announcements referred to in the preceding paragraph shall be published in one or more national newspaper(s) designated by the securities regulatory authority under the State Council during the period between forty five (45) days to fifty (50) days prior to the date of the meeting. Once the announcement is made, holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. Where practicable, such announcements shall be published in both Chinese and English on the same day respectively on one of the principal Chinese-language and English-language newspapers in Hong Kong.”

is proposed to be amended as follows:

“Public announcements referred to in the preceding paragraph shall be published in one or more national newspaper(s) designated by the securities regulatory authority under the State Council ~~during the period between forty five (45) days to fifty (50) days prior to the date of the meeting.~~ Once the announcement is made, holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. Where practicable, such announcements shall be published in both Chinese and English on the same day respectively on one of the principal Chinese-language and English-language newspapers in Hong Kong.”

Article 90 of the Articles of Association, which reads:

“A written notice of a class general meeting shall be given forty five (45) days prior to the date of the class general meeting to notify all of the registered shareholders of such class of the matters to be considered, the date and venue of the class general meeting. A shareholder who intends to attend the class general meeting shall deliver his written reply for the attendance at the meeting twenty (20) days prior to the date of the meeting.

The Company may convene a class general meeting if the voting shares at the meeting represented by the shareholders intending to attend the meeting are more than one half of the total voting shares of the said class at the meeting. Otherwise, the Company shall, within five (5) days and in the form of public announcement, notify the shareholders again of the issues to be considered, date and venue of the meeting. The Company may convene a class general meeting after public announcement.”

is proposed to be amended as follows:

“A written notice of a class general meeting shall be given in accordance with the requirements under Article 60 of the Articles of Association ~~forty five (45) days prior to the date of the class general meeting~~ to notify all of the registered shareholders of such class of the matters to be considered, the date and venue of the class general meeting. ~~A shareholder who intends to attend the class general meeting shall deliver his written reply for the attendance at the meeting twenty (20) days prior to the date of the meeting.~~

APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

~~The Company may convene a class general meeting if the voting shares at the meeting represented by the shareholders intending to attend the meeting are more than one half of the total voting shares of the said class at the meeting. Otherwise, the Company shall, within five (5) days and in the form of public announcement, notify the shareholders again of the issues to be considered, date and venue of the meeting. The Company may convene a class general meeting after public announcement.”~~

Article 180 of the Articles of Association, which reads:

“The Company may amend these Articles of Association pursuant to the laws, administrative regulations and these Articles of Association.

These Articles of Association of the Company shall be amended as per the following procedures:

- (I) 1. The shareholders individually or jointly holding five percent (5%) (inclusive) or more voting rights of the Company shall submit to the board of directors the written proposal for any amendment to these Articles of Association, and ask the board of directors to convene the general meeting to audit the proposal;
2. The board of directors shall notify the shareholders of the proposal for amendment, and convene a general meeting for voting on it;
3. The amendments submitted to the general meeting shall be passed by special resolutions;

Or

- (II) 1. The board of directors shall formulate the proposal for amendment to these Articles of Association by passing a resolution pursuant to these Articles of Association;
2. The board of directors shall notify the shareholders of the proposal for amendment, and convene a general meeting for voting on it;
3. The amendments submitted to the general meeting shall be passed by special resolutions.”

is proposed to be amended as follows:

“The Company may amend these Articles of Association pursuant to the laws, administrative regulations and these Articles of Association.

APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

These Articles of Association of the Company shall be amended as per the following procedures:

- (I) 1. The shareholders separately ~~individually~~ or aggregately ~~jointly~~ holding ~~five~~ three percent (~~5%~~ 3%) (inclusive) or more voting rights of the Company shall submit to the board of directors the written proposal for any amendment to these Articles of Association, and ask the board of directors to convene the general meeting to audit the proposal;
 - 2. The board of directors shall notify the shareholders of the proposal for amendment, and convene a general meeting for voting on it;
 - 3. The amendments submitted to the general meeting shall be passed by special resolutions;
- Or
- (II) 1. The board of directors shall formulate the proposal for amendment to these Articles of Association by passing a resolution pursuant to these Articles of Association;
 - 2. The board of directors shall notify the shareholders of the proposal for amendment, and convene a general meeting for voting on it;
 - 3. The amendments submitted to the general meeting shall be passed by special resolutions.”



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Beijing Media Corporation Limited (the “**Company**”) will be held at 2:30 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, 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.

As Ordinary Resolutions

2. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2019.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2019.
4. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2019.
5. To consider and, if thought fit, to approve the appointment of WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) as the Company's auditor for the year 2020, and to authorize the audit committee of the board of directors of the Company to determine their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to approve the appointment of Mr. Chan Yee Ping, Michael as an independent non-executive director 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
Ji Chuanpai
Chairman

Beijing, the PRC, 24 April 2020

As at the date of this notice, the Board comprises: the executive directors of the Company, Ji Chuanpai, Wu Bin, Shang Da and Liu Jia; the non-executive directors of the Company, Zang Furong, Sun Fang and Yang Qing; and the independent non-executive directors of the Company, Cui Enqing, Chen Ji, Wu Changqi and Shi Hongying.

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

Notes:

1. Eligibility for Attending the AGM

Holders of H shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, on Wednesday, 20 May 2020 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Friday, 19 June 2020 shall lodge all the transfer documents for H shares with the relevant share certificates to the H share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 19 May 2020.

2. Proxy

- (1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a Shareholder of the Company.
- (2) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.

NOTICE OF ANNUAL GENERAL MEETING

- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the registered office address of Company for holders of domestic shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares, no less than 24 hours before the time fixed for convening the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a Shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

3. Registration Procedures for Attending the AGM

- (1) A Shareholder or his proxy shall produce his identification document when attending the AGM. Where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolutions of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
- (2) Holders of H shares intending to attending the AGM shall return the reply slip stating their attendance on or before Friday, 29 May 2020 in person, by post or by facsimile to Computershare Hong Kong Investor Services Limited.
- (3) Holders of domestic shares intending to attending the AGM shall return the reply slip stating their attendance on or before Friday, 29 May 2020 in person, by post or by facsimile to the registered office of the Company.

4. Closure of Register of Members

The Register of Members will be closed from Wednesday, 20 May 2020 to Friday, 19 June 2020 (both days inclusive), during which period no transfer of shares will be registered.

5. Method of Voting at the AGM

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

6. Miscellaneous

- (1) The AGM of the Company is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of 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:

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



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 DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that a domestic shareholders' class meeting (the **"Domestic Shareholders' Class Meeting"**) of Beijing Media Corporation Limited (the **"Company"**) will be held at 4:00 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the People's Republic of China (the **"PRC"**), for the purpose of considering and, if thought fit, passing the following resolution:

As Special Resolution

1. To consider and, if thought fit, to approve the amendments to article 90 of the articles of association of the Company (relevant details are set out in the circular dated 24 April 2020).

By order of the Board
Beijing Media Corporation Limited
Ji Chuanpai
Chairman

Beijing, the PRC, 24 April 2020

As at the date of this notice, the Board comprises: the executive directors of the Company, Ji Chuanpai, Wu Bin, Shang Da and Liu Jia; the non-executive directors of the Company, Zang Furong, Sun Fang and Yang Qing; and the independent non-executive directors of the Company, Cui Enqing, Chen Ji, Wu Changqi and Shi Hongying.

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

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. Eligibility for Attending the Domestic Shareholders' Class Meeting

Holders of domestic shares whose names appear on the register of the Company on Wednesday, 20 May 2020 shall be entitled to attend the Domestic Shareholders' Class Meeting.

2. Proxy

- (1) Shareholders entitled to attend and vote at the Domestic Shareholders' Class Meeting 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 the registered office address of Company for holders of domestic shares before the time fixed for convening the Domestic Shareholders' Class Meeting 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 Domestic Shareholders' Class Meeting

- (1) A Shareholder or his proxy shall produce his identification document when attending the Domestic Shareholders' Class Meeting. 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.
- (2) Holders of domestic shares intending to attending the Domestic Shareholders' Class Meeting shall return the reply slip stating their attendance on or before Friday, 29 May 2020 in person, by post or by facsimile to the registered office of the Company.

4. Closure of Register of Members

The Register of Members will be closed from Wednesday, 20 May 2020 to Friday, 19 June 2020 (both days inclusive), during which period no transfer of shares will be registered.

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

5. Method of Voting at the Domestic Shareholders' Class Meeting

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 Domestic Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the Domestic Shareholders' Class Meeting.

6. Miscellaneous

(1) The Domestic Shareholders' Class Meeting of the Company is expected to be held for less than half a day. Shareholders attending the Domestic Shareholders' Class Meeting shall be responsible for their own travelling and accommodation expenses.

(2) The registered office and the contact details of the Company are:

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



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 H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that an H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Beijing Media Corporation Limited (the "**Company**") will be held at 4:30 p.m. on Friday, 19 June 2020 at Conference Room 2104, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the People's Republic of China (the "**PRC**"), for the purpose of considering and, if thought fit, passing the following resolution:

As Special Resolution

1. To consider and, if thought fit, to approve the amendments to article 90 of the articles of association of the Company (relevant details are set out in the circular dated 24 April 2020).

By order of the Board
Beijing Media Corporation Limited
Ji Chuanpai
Chairman

Beijing, the PRC, 24 April 2020

As at the date of this notice, the Board comprises: the executive directors of the Company, Ji Chuanpai, Wu Bin, Shang Da and Liu Jia; the non-executive directors of the Company, Zang Furong, Sun Fang and Yang Qing; and the independent non-executive directors of the Company, Cui Enqing, Chen Ji, Wu Changqi and Shi Hongying.

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

NOTICE OF H SHAREHOLDERS' CLASS MEETING

Notes:

1. Eligibility for Attending the H Shareholders' Class Meeting

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 Wednesday, 20 May 2020 shall be entitled to attend the H Shareholders' Class Meeting.

Holders of H shares intending to attend and vote at the H Shareholders' Class Meeting to be held on Friday, 19 June 2020 shall lodge all the transfer documents for H shares with the relevant share certificates to the H share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 19 May 2020.

2. Proxy

- (1) Shareholders entitled to attend and vote at the H Shareholders' Class Meeting 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 Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong no less than 24 hours before the time fixed for convening the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting

- (1) A Shareholder or his proxy shall produce his identification document when attending the H Shareholders' Class Meeting. 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.
- (2) Holders of H shares intending to attending the H Shareholders' Class Meeting shall return the reply slip stating their attendance on or before Friday, 29 May 2020 in person, by post or by facsimile to Computershare Hong Kong Investor Services Limited.

4. Closure of Register of Members

The Register of Members will be closed from Wednesday, 20 May 2020 to Friday, 19 June 2020 (both days inclusive), during which period no transfer of shares will be registered.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

5. Method of Voting at the H Shareholders' Class Meeting

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 H Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the H Shareholders' Class Meeting.

6. Miscellaneous

- (1) The H Shareholders' Class Meeting of the Company is expected to be held for less than half a day. Shareholders attending the H Shareholders' Class Meeting 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.