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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 APPOINTMENT OF EXECUTIVE DIRECTORS
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 6 of this circular. A notice convening the AGM to be held at 2:30 p.m. on Thursday, 28 June 2018 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 7 to 10 of this circular.

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H 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. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

27 April 2018

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DEFINITIONS

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

“AGM”	the 2017 annual general meeting of the Company to be convened at 2:30 p.m. on Thursday, 28 June 2018
“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
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	20 April 2018, 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)
“Parent” or “BYDA”	Beijing Youth Daily Agency (北京青年報社), a wholly state-owned enterprise incorporated under the laws of the PRC and the controlling shareholder of the Company
“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
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the shareholder(s) of the Company

LETTER FROM THE BOARD



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:

Zhang Yanping
Yang Wenjian
Peng Liang
Shang Da

Registered Office:

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

Non-executive Directors:

Zang Furong
Wu Bin
Xu Xun
Liu Hong

Independent Non-executive Directors:

Wu Tak Lung
Cui Enqing
Chen Ji
Wu Changqi
Chow Bing Chuen

27 April 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS AND PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

I. INTRODUCTION

Reference is made to the announcements of the Company dated 17 January 2018 and 29 March 2018 in relation to, among others (i) the proposed appointment of executive Directors, and (ii) the proposed amendment 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 appointment of executive Directors, (ii) the proposed amendment to the Articles of Association, and (iii) a notice convening the AGM, so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

On 17 January 2018, Mr. Xi Xiaobing (“**Mr. Li**”) was nominated as the executive Director with effect from the date of approval by the Shareholders at the AGM until expiration of the term of the sixth session of the Board.

Biographical Details of Mr. Li Xiaobing

Mr. Li Xiaobing, 48, serves as the president of the Company. Mr. Li obtained an Executive Master degree of Business Administration from Tsinghua University in 2007. From 1996 to 2003, Mr. Li served as a vice secretary and a secretary to Commission of Communist Youth League in Daxing District, Beijing (共青團北京大興區委員會). From August to December in 2003, Mr. Li served as a vice secretary to Publicity Department of Daxing District Committee in Beijing of Communist Party of China (中國共產黨北京大興區委宣傳部). From January to August in 2004, Mr. Li served as a director of Volunteer Service Instructing Center of the Communist Youth League Beijing Municipal Committee (共青團北京市志願服務指導中心). Since joining BYDA in September 2004, Mr. Li has successively served as vice president and standing vice president of BYDA. Mr. Li served as non-executive Director from 15 May 2012 to 31 March 2017. Mr. Li was appointed as the president of the Company on 17 January 2018.

Save as disclosed above and as at the Latest Practicable Date, Mr. Li 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. Li does not have any interest in the shares of the Company within the meaning of Part XV of SFO. On the appointment of Mr. Li as an executive Director being approved by the Shareholders, the Company will enter into a service contract with him. The term of office of Mr. Li as an executive Director will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the sixth session of the Board. Pursuant to the Articles of Association, Mr. Li will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Li’s remuneration package will be determined by the remuneration committee of the Board to be authorized by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities 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 appointment of Mr. Li that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

On 29 March 2018, Ms. Li Xin (“**Ms. Li**”) was nominated as the executive Director with effect from the date of approval by the Shareholders at the AGM until expiration of the term of the sixth session of the Board.

Biographical Details of Ms. Li Xin

Ms. Li Xin, 39, is the chief financial officer of the Company. Ms. Li graduated from Wuhan College of Military Economy majoring in economic management in 2003. Ms. Li served as accountant officer and financial manager successively of the Beijing East Intellectual Agency Property Co., Ltd. during the years from 2004 to 2009. Ms. Li joined the Company in August 2010, and served as the assistant of chief financial officer and deputy chief financial officer of the Company. Ms. Li was appointed as the chief financial officer of the Company on 20 November 2017 and has also served as director and supervisor of certain subsidiaries and affiliated company of the Company. Ms. Li served as a Supervisor during the period from 31 March 2015 to 20 November 2017.

Save as disclosed above and as at the Latest Practicable Date, Ms. Li does not have any relationship with any Director, supervisor, senior management or substantial or controlling shareholder of the Company, nor does she 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, Ms. Li does not have any interest in the shares of the Company within the meaning of Part XV of SFO. On the appointment of Ms. Li as an executive Director being approved by the Shareholders, the Company will enter into a service contract with her. The term of office of Ms. Li as an executive Director will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the sixth session of the Board. Pursuant to the Articles of Association, Ms. Li will be subject to retirement by rotation and re-election upon the expiry of her term of office.

Ms. Li’s remuneration package will be determined by the remuneration committee of the Board to be authorized by the Shareholders at the AGM by taking into account, among other matters, her terms of reference, her duties and responsibilities 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 appointment of Ms. Li that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

III. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

On 29 March 2018, the Board proposed to make a certain amendment to the Articles of Association to reflect the change in the business scope. The proposed amendment to the Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM.

The Board proposed to amend the Articles of Association as follows:

The second paragraph of Article 11 of the Articles of Association

which reads:

“The business scope of the Company includes: distribution agency of publications of Beijing Youth Daily Agency; advertising agency for domestic and foreign businessmen in China; developing computer hardware and software and network technology, and technology service, transfer, consultation and training; selling computer hardware and software; selling general merchandise; selling crafts; selling electronic products; selling jewellery; selling furnitures and construction materials; selling pre-packaged food.”

is proposed to be amended as follows:

“The business scope of the Company includes: distribution agency of publications of Beijing Youth Daily Agency; advertising agency for domestic and foreign businessmen in China; developing computer hardware and software and network technology, and technology service, transfer, consultation and training; selling computer hardware and software; selling general merchandise; selling crafts; selling electronic products; selling jewellery; selling furnitures and construction materials.”

IV. AGM

A notice convening the AGM is set out on pages 7 to 10 of this circular. The AGM will be held at 2:30 p.m. on Thursday, 28 June 2018 at 21st Floor, 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, (i) the proposed appointment of executive Directors, and (ii) the proposed amendment to the Articles of Association.

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

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong

LETTER FROM THE BOARD

Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

V. RECOMMENDATION

The Directors believe that the resolutions regarding, among others, (i) the proposed appointment of executive Directors, and (ii) the proposed amendment 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 AGM.

By order of the Board
Beijing Media Corporation Limited
Zhang Yanping
Chairman

NOTICE OF THE ANNUAL GENERAL MEETING



BEIJING MEDIA CORPORATION LIMITED

北青傳媒股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1000)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Beijing Media Corporation Limited (the “**Company**”) will be held at 2:30 p.m. on Thursday, 28 June 2018 at 21st Floor, 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 amendment 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 2017.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2017.
4. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2017.
5. To consider and, if thought fit, to approve the appointment of DAXIN 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 2018, and to authorize the audit committee of the Board to determine their remuneration.
6. To consider and, if thought fit, to approve the appointment of Mr. Li Xiaobing as an executive director of the Company, and to authorise 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 ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to approve the appointment of Ms. Li Xin as an executive director of the Company, to authorise the remuneration committee of the Board to determine her remuneration, and to authorise any director 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 to pay Ms. Zhang Bo, an employee representative supervisor of the Company, the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorize legal representative 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
Zhang Yanping
Chairman

Beijing, the PRC, 27 April 2018

As at the date of this notice, the Board comprises: the executive directors of the Company, Zhang Yanping, Yang Wenjian, Peng Liang and Shang Da; the non-executive directors of the Company, Zang Furong, Wu Bin, Xu Xun and Liu Hong; and the independent non-executive directors of the Company, Wu Tak Lung, Cui Enqing, Chen Ji, Wu Changqi and Chow Bing Chuen.

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

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Eligibility for Attending the AGM

Holders of H shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, on Tuesday, 29 May 2018 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Thursday, 28 June 2018 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 Monday, 28 May 2018.

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.
- (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) Shareholders intending to attend the AGM shall return to the Company the reply slip stating their attendance on or before Thursday, 7 June 2018.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the office of the Company or Computershare Hong Kong Investor Services Limited.

4. Closure of Register of Members

The Register of Members will be closed from Tuesday, 29 May 2018 to Thursday, 28 June 2018 (both days inclusive), during which period no transfer of shares will be registered.

NOTICE OF THE ANNUAL GENERAL MEETING

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