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

**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 ARTICLES OF ASSOCIATION
PROPOSED CHANGE IN DIRECTORS
AND
NOTICE OF AGM**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the AGM to be held at 2:00 p.m. on Tuesday, 20 May 2014 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 6 to 9 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.

4 April 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened 2:00 p.m. on Tuesday, 20 May 2014 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Beijing Media Corporation Limited (北青傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC and whose H shares are listed and traded on the 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”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	30 March 2014, 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)
“PRC”	the People’s Republic of China and, for the purpose of this circular, 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

Yu Haibo

Sun Wei

He Xiaona

Registered Office:

Building A, No.23 Baijiazhuang Dongli

Chaoyang District

Beijing 100026

PRC

Non-executive Directors:

Li Shiheng

Liu Han

Wu Peihua

Li Xiaobing

Xu Xun

Li Yigeng

Independent non-executive Directors:

Song Jianwu

Cui Baoguo

Wu Tak Lung

Cui Enqing

Chen Ji

4 April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION
PROPOSED CHANGE IN DIRECTORS
AND
NOTICE OF AGM**

I. INTRODUCTION

The purpose of this circular is to provide you with all the information regarding (i) the proposed amendment to the Articles of Association, and (ii) the proposed change in Directors to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

Reference is made to the announcements of the Company dated 7 March 2014 and 24 March 2014.

II. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

On 24 March 2014, the Board proposed to make certain amendments to the Articles of Association to reflect certain changes in the scope of the business of the Company.

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

Article 11 of the Articles of Association, which reads:

“The business scope of the Company shall be approved by the company registration authorities.

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; and selling computer hardware and software.”

is proposed to be amended as follows:

“The business scope of the Company shall be approved by the company registration authorities.

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.”

The above-mentioned proposed amendments to the Articles of Association are subject to the approval of relevant authorities (if necessary) and the approval of the Shareholders by way of a special resolution at the AGM.

III. PROPOSED CHANGE IN DIRECTORS

Due to having reached the age for retirement, Mr. Sun Wei (“**Mr. Sun**”) will ceased to be the executive Director with effect from the date of the AGM. On 7 March 2014, the Board resolved that Mr. Wang Lin (“**Mr. Wang**”) was nominated as a non-executive Director with effect from the date of approval by the shareholders of the Company at the AGM and until the expiration of the term of the current session of the Board.

LETTER FROM THE BOARD

Mr. Sun confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that need to be brought to the attention of the shareholders and creditors of the Company. The Board would like to take this opportunity to express its sincere gratitude to Mr. Sun for his valuable contribution to the Company during his term of service.

Biographical Details of Mr. Wang Lin

Mr. Wang Lin, aged 46, was nominated as a non-executive Director with effect from the date of approval by the shareholders of the Company at the AGM and until the expiration of the term of the current session of the Board.

Mr. Wang has been granted the title of news editor with medium grade. Mr. Wang graduated from Renmin University of China majoring in demography and obtained the degree of bachelor in law in June 1989. Mr. Wang served as journalist in Chinese Talent Agency (中國人才報社) from July 1989 to August 1990. Mr. Wang has joined in Beijing Youth Daily Agency since August 1990 and had served a number of positions there including journalist of Internal Information Editorial Division, deputy director of Domestic Division, editor of News Division, team leader of tactical journalists of News Division, deputy director of Newsroom, deputy director of Editorial Division of News Weekly, deputy director of Economy Division, director of the Second Editorial Office of Editorial Division of Beijing Youth, deputy director of Editorial Division of Youth Weekly, deputy director of Chief Editor Office and director of News Interview Division, and chief editor of Key News Edition successively from August 1990 to May 2004. Mr. Wang then served as executive chief editor of Legal Evening Post Agency from May 2004 to September 2005 and has served as chief editor of Legal Evening Post Agency from September 2005 to now and as president of Legal Evening Post Agency from February 2014 to now. Mr. Wang also served as assistant to chief editor of Beijing Youth Daily Agency from August 2004 to September 2011 and as deputy chief editor of Beijing Youth Daily Agency from September 2011 to February 2014, and has served as deputy president of Beijing Youth Daily Agency from February 2014 to now.

Mr. Wang has not held any directorship in any listed companies in the past 3 years.

Saved as disclosed above, Mr. Wang has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Wang does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Upon due appointment as a non-executive Director, Mr. Wang will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Wang will be subject to retirement by rotation and re-election upon the expiry of his term of office.

LETTER FROM THE BOARD

Mr. Wang's remuneration package will be determined by the remuneration committee of the Board who is proposed 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 Board is not aware of any other matters in relation to Mr. Wang's appointment as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

IV. AGM

A notice convening the AGM is set out on pages 6 to 9 of this circular. The AGM will be held at 2:00 p.m. on Tuesday, 20 May 2014 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 amendment to the Articles of Association, and (ii) the proposed change in Directors.

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 in person at the AGM or any adjournment thereof should you so wish.

V. RECOMMENDATION

The Directors believe that the resolutions in respect of (i) the proposed amendment to the Articles of Association, and (ii) the proposed change in Directors 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 AGM



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 will be held at 2:00 p.m. on Tuesday, 20 May 2014 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 a Special Resolution

1. To consider and, if thought fit, to approve the amendment to the articles of association (the “**Articles of Association**”) of the Company as follows:

Article 11 of the Articles of Association is proposed to be amended as follows:

“The business scope of the Company shall be approved by the company registration authorities.

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.”

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 2013.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2013.
4. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2013.

NOTICE OF THE AGM

5. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.14 per share (tax inclusive) in an aggregate amount of approximately RMB27,623.40 thousand for the year ended 31 December 2013, and to authorise the chairman of the board of directors of the Company to implement the aforesaid distribution.
6. To consider and, if thought fit, to re-appoint ShineWing Certified Public Accountants (Special General Partnership) as the auditors of the Company for the year 2014 and to authorise the audit committee of the board of directors of the Company to determine their remuneration.
7. To consider and, if thought fit, to approve the appointment of Mr. Wang Lin as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any executive 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
Zhang Yanping
Chairman of the Board

Beijing, the PRC
4 April 2014

As at the date of this announcement, the Board comprises: the executive directors of the Company, Zhang Yanping, Yu Haibo, Sun Wei and He Xiaona, the non-executive directors of the Company, Li Shiheng, Liu Han, Wu Peihua, Li Xiaobing, Xu Xun and Li Yigeng, and the independent non-executive directors of the Company, Song Jianwu, Cui Baoguo, Wu Tak Lung, Cui Enqing and Chenji.

Please also refer to the published version of this announcement 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 Friday, 18 April 2014 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Tuesday, 20 May 2014 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 Thursday, 17 April 2014.

NOTICE OF THE AGM

2. Recommendation of Final Dividend, Withholding and Payment of Income Tax

The board of directors of the Company has recommended a final dividend of RMB0.14 per share (tax inclusive) in an aggregate amount of approximately RMB27,623.40 thousand for the year ended 31 December 2013. If the above profit distribution proposal is approved by the shareholders at the AGM by way of ordinary resolution, the final dividend will be paid to the Shareholders of H shares whose names appear on the H Shares register of members of the Company on Wednesday, 28 May 2014.

According to the Law on Corporate Income Tax of the People's Republic of China which came into effect on 1 January 2008 and its implementing measures and other relevant rules, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Shares register of members of the Company. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore their dividend receivable will be subject to the withholding of the corporate income tax.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (the "Notice") issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders is subject to individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and Mainland China. According to the above notice, unless the relevant tax regulations, tax agreements or notices provided otherwise, the Company shall withhold 10% of the final dividends as individual income tax when distributing the final dividend to the individual Shareholders of H shares appearing on the register of members of the Company on 28 May 2014.

3. 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.

4. 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 Tuesday, 29 April 2014.

NOTICE OF THE AGM

- (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.

5. Closure of Register of Members

The Register of Members will be closed from Friday, 18 April 2014 to Tuesday, 20 May 2014 (both days inclusive), during which period no transfer of shares will be registered.

The Register of Members will be closed from Saturday, 24 May 2014 to Wednesday, 28 May 2014 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for receiving the dividend, all transfer documents of the holders of H Shares of the Company must be lodged at our H Shares Registrar at 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 Friday, 23 May 2014.

6. 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.

7. 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