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BEIJING MEDIA CORPORATION LIMITED

北青傳媒股份有限公司

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

(Stock Code: 1000)

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 Friday, 19 June 2015 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 Resolutions

1. To consider and, if thought fit, to approve a general mandate to the board of directors of the Company (the “**Board**”) to issue, allot and deal with (1) additional Unlisted Shares not exceeding 20% of the Unlisted Shares in issue; and (2) additional H Shares not exceeding 20% of the H Shares in issue, and to authorise the Board to make such corresponding amendments to the articles of association of the Company (the “**Articles of Association**”) as it think fit so as to reflect the new capital structure upon the allotment and issue of the shares:

“THAT:

- (A) (i) subject to paragraph 6(A)(ii) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Unlisted Shares and H Shares and to make or grant offers, agreements and share options which might require the exercise of such powers be hereby generally and unconditionally approved;

(ii) each of the aggregate nominal amounts of Unlisted Shares and H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to share option or otherwise) by the Board pursuant to the approval granted in paragraph 6(A)(i) shall not exceed 20% of each of the aggregate nominal amounts of Unlisted Shares and H Shares, respectively, in issue at the date of passing this resolution; and

(iii) for the purposes of this resolution:

“H Shares” means overseas listed Foreign Shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, for which permission to deal in and the grant of listing on the Hong Kong Stock Exchange has been obtained.

“Unlisted Shares” means Domestic Shares and unlisted Foreign Shares, where:

(a) “Domestic Shares” are ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities; and

(b) “Foreign Shares” are ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in foreign currency by non-PRC nationals and/or non-PRC incorporated entities.

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of the Association or other applicable laws and regulations; or

(c) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company in a general meeting.

(B) The Board be authorised to implement the matters related to capital increase so as to reflect the shares authorised to be issued under the general mandate, and to make corresponding amendments at its discretion to the Articles of Association so as to reflect the new capital structure upon the allotment or issue of shares as provided in paragraph 6(A)(i) of this resolution.”

As Ordinary Resolutions

2. To consider and, if thought fit, to approve the report of the Board for the year ended 31 December 2014.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2014.
4. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2014.
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 RMB0.10 per share (tax inclusive) in an aggregate amount of approximately RMB19,731 thousand for the year ended 31 December 2014, and to authorise the chairman of the Board 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 2015 and to authorise the audit committee of the Board to determine their remuneration.
7. To consider and, if thought fit, to approve the appointment of Mr. Duan Gang as an executive director of the Company, authorize the remuneration committee of the Board to determine his remuneration, and to authorize 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 (Please refer to the Appendix to this notice of AGM for detailed information relating to this resolution).
8. To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB20,000 per year (tax inclusive) to Ms. Li Xin as an employee representative supervisor of the Company, and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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

Beijing, the PRC
30 April 2015

As at the date of this announcement, the Board comprises: the executive directors of the Company, Zhang Yanping, Yu Haibo and He Xiaona, the non-executive directors of the Company, Li Shiheng, Liu Han, Wu Peihua, Li Xiaobing, WangLin and Xu Xun, 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 Wednesday, 20 May 2015 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 2015 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 2015.

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

The Board has recommended a final dividend of RMB0.10 per share (tax inclusive) in an aggregate amount of approximately RMB19,731 thousand for the year ended 31 December 2014. 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 Monday, 29 June 2015.

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 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 Monday, 29 June 2015.

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 Friday, 29 May 2015.
- (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 Wednesday, 20 May 2015 to Friday, 19 June 2015 (both days inclusive), during which period no transfer of shares will be registered.

The Register of Members will be closed from Thursday, 25 June 2015 to Monday, 29 June 2015 (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 Wednesday, 24 June 2015.

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

APPENDIX TO THE NOTICE OF AGM

Mr. Duan Gang, aged 47, is the vice president of the Company. Mr. Duan graduated from the Guanghua School of Management of Peking University and obtained a senior MBA degree in 2006. Mr. Duan joined Beijing Youth Daily Agency (the “BYDA”) in July 1988 and took several key positions in BYDA, including but not limited to, the reporter of news department, editor of the feature news department, deputy director of the editorial department of Guangdong-Hong Kong Entrepreneur Journal, editor of the news editorial department, editor of the chief editorial office, deputy director of the news reporting department, deputy director of the chief editorial office, director of domestic news department, director of the editorial department of Fortune Weekly and director of editorial department of Sports Weekly, director of the economic news department and director of security news department, editor-in-chief of financial section and the general manager of BYD Logistics Company Limited. Mr. Duan has been serving as a director of BYD Logistics Company Limited since May 2003. Mr. Duan was appointed as the vice president of the Company on 13 December 2011.

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

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

As at the date of this announcement, Mr. Duan does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon due appointment as an executive director of the Company, Mr. Duan 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 of the Company, Mr. Duan will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Duan’s remuneration package will be determined by the remuneration committee of the Board as 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.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Duan’s appointment as an executive director of the Company 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).