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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 (the “**Company**”) will be held at 2:30 p.m. on Thursday, 30 June 2016 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 Ordinary Resolutions

1. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2015.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2015.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2015.
4. 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 2016 and to authorise the audit committee of the board of directors to determine their remuneration.
5. To consider and, if thought fit, to approve the re-election of Mr. Zhang Yanping as an 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

6. To consider and, if thought fit, to approve the re-election of Mr. Yu Haibo as an 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
7. To consider and, if thought fit, to approve the re-election of Ms. He Xiaona as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company 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 the appointment of Mr. Duan Gang as an 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
9. To consider and, if thought fit, to approve the appointment of Mr. Peng Liang as an 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
10. To consider and, if thought fit, to approve the appointment of Mr. Shang Da as an 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
11. To consider and, if thought fit, to approve the re-election of Mr. Li Xiaobing as a non-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.
12. To consider and, if thought fit, to approve the re-election of Mr. Wang Lin as a non-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.
13. To consider and, if thought fit, to approve the re-election of Mr. Xu Xun 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
14. To consider and, if thought fit, to approve the re-election of Mr. Liu Hong 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

15. To consider and, if thought fit, to approve the re-election of Mr. Wu Tak Lung as an independent 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
16. To consider and, if thought fit, to approve the re-election of Mr. Cui Enqing as an independent 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
17. To consider and, if thought fit, to approve the re-election of Mr. Chen Ji as an independent 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
18. To consider and, if thought fit, to approve the appointment of Mr. Wu Changqi as an independent 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
19. To consider and, if thought fit, to approve the appointment of Mr. Zhou Bingquan as an independent 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
20. To consider and, if thought fit, to approve the re-election of Mr. Tian Kewu as a shareholder 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.
21. To consider and, if thought fit, to approve the re-election of Mr. Zhang Chuanshui as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), 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.

22. To consider and, if thought fit, to approve the re-election of Mr. Zhao Meng as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), 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.
23. 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. Yan Mengmeng 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.
24. 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.
25. To consider and, if thought fit, to approve the proposed disposal of 36.12% equity interest in Beiqing Transmedia Co., Ltd. (北青航媒科技傳播有限公司) held by the Company to Beijing Trans-media Co., Ltd (北京終端廣告傳媒有限責任公司) at an aggregate consideration of RMB168 million, and to authorise any director of the Company to execute the equity transfer agreement and other relevant documents.

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

Beijing, the PRC, 13 May 2016

As at the date of this notice, 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, Wang Lin, Xu Xun and Liu Hong, and the independent non-executive directors of the Company, Song Jianwu, Cui Baoguo, Wu Tak Lung, Cui Enqing and Chen Ji.

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 Tuesday, 31 May 2016 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Thursday, 30 June 2016 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, 30 May 2016.

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, 9 June 2016.
- (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, 31 May 2016 to Thursday, 30 June 2016 (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:

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