



BEIJING MEDIA CORPORATION LIMITED

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

(Stock Code: 1000)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of BEIJING MEDIA CORPORATION LIMITED (“**Beijing Media**” or the “**Company**”) will be held at the 10th floor, Beijing Youth Daily Agency Building, Beijing, the PRC on Thursday, 23 August 2007 at 14:00 for the following purposes:

Ordinary Resolutions:

1. To consider and, if thought fit, to approve the termination of PricewaterhouseCoopers’ appointment and the appointment of ShineWing (HK) CPA Ltd as the international auditors of Beijing Media for the year 2007 and authorise the Board to fix auditors’ remuneration.
2. To consider and, if thought fit, to approve the reappointment of Yuehua Certified Public Accountants as the domestic auditors of Beijing Media for the year 2007 and authorise the Board to fix auditors’ remuneration.
3. To consider and, if thought fit, to approve the re-election of the directors of Beijing Media.
4. To consider and, if thought fit, to approve the re-election of the supervisors of Beijing Media.

Special Resolutions:

5. To consider and if thought fit, pass the following resolution as a special resolution:

“**THAT** the existing articles of association of Beijing Media be and are hereby amended by replacing references to “常務副總裁” (“**Standing Vice President**”) in Article 98, 103 and 109 by references to “總裁” (“**President**”).”

By order of the Board
Zhang Yanping
Chairman

4 July 2007

Notes:

1. Eligibility for Attending the Extraordinary General Meeting

Holders of H Shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited at the close of business of Tuesday, 24 July 2007 shall be entitled to attend the EGM.

Shareholders intending to attend and vote at the EGM to be held on Thursday, 23 August 2007 shall lodge all the transfer documents for H Shares with the relevant share certificates to the H Share transfer registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 16:00 on Tuesday, 24 July 2007.

2. Proxy

- (1) Shareholders entitled to attend and vote at the EGM are entitled to appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a Shareholder.
- (2) A proxy should be appointed by Shareholders by written instrument signed by the appointor or his attorney duly authorized in writing. If the written instrument is signed by the attorney of the appointor, the written authorisation or other authorisation documents of such attorney should be notarized.
- (3) To be valid, the notarized power of attorney or other authorization documents and the form of proxy shall be deposited in the registered address of the Company no less than 24 hours before the time of holding the EGM. Holders of Domestic Shares shall deliver relevant documents to the Company while the holders of H Shares lodge relevant documents with Computershare Hong Kong Investor Services Limited.
- (4) A proxy may exercise his voting right by a show of hands or by a poll. If a Shareholder appoints more than one proxy the proxies can only exercise their voting rights by a poll.

3. Registration Procedures for Attending the Extraordinary General Meeting

- (1) A Shareholder or his proxy shall produce his identification document when attending the EGM. Where a Shareholder is a legal person, the legal representative of that shareholder or persons authorized by its board of directors or other decision-making bodies shall produce a copy of the resolution stating the authorization granted by the Board or other decision-making bodies of the legal person.
- (2) Shareholders intending to attend the meeting shall deliver to the Company the reply slip stating their attendance on or before Friday, 3 August 2007.

4. Registration of Share Register

The register of share transfer of the Company will be closed from Wednesday, 25 July 2007 to Thursday, 23 August 2007 (both dates inclusive).

5. Procedures for Demanding a Poll by Shareholders

Subject to the Listing Rules on which the Shares are listed, a poll may be demanded before or after a show of hands as follows:

- (1) by the Chairman of the meeting; or
- (2) by at least two Shareholders in person or by at least two proxies being entitled to vote; or
- (3) by Shareholder(s) (including their authorized proxies) jointly or individually representing not less than 10% (inclusive) of the total voting rights of all the Shareholders having the right to vote at the meeting.

Unless a poll is demanded, the Chairman of the meeting shall declare the passing of a proposal based on the results of show of hands. A demand for poll may be revoked by the person(s) who proposed so.

6. Miscellaneous

- (1) The EGM will be concluded within a half day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
- (2) The Company's Register of Member will be closed from Wednesday, 25 July 2007 to Thursday, 23 August 2007 (both dates inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the EGM must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 16:00 on Tuesday, 24 July 2007 for completion of the registration of the relevant transfer in accordance with the Articles of the Company.
- (3) The address of the Computershare Hong Kong Investor Services Limited the share registrar of H Shares of Beijing Media is Room 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) The registered address of the Company is:

Building A,
Beijing Youth Daily Agency Building,
No. 23 Baijiazhuang Dongli,
Chaoyang District,
Beijing,
PRC
Zip Code: 100026
Tel: (+86) 10 6590 2615
Fax: (+86) 10 6590 2614

The Directors as at the date hereof are Messrs. Zhang Yanping, Zhang Yabin, Sun Wei, He Pingping, Du Min, Liu Han, Xu Xun, Abraham Van Zyl, Tsang Hing Lun, Wu Changqi and Liao Li.