
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Media Corporation Limited, you should at once hand this circular, the proxy form and the reply slip to the purchaser or the transferee or to the bank, stockbroker 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)

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Beijing Media Corporation Limited to be held at 10th Floor, Beijing Youth Daily Agency Building, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the People's Republic of China on Friday, 20 June 2008 at 14:00 is set out on pages 2 to 8 of this circular. Whether or not you are able to attend the meeting, 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 holding the meeting.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.

29 April 2008

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DEFINITIONS

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

“Articles” or “Articles of Association”	articles of association of the Company
“Board”	the board of Directors
“Company” or “Beijing Media”	Beijing Media Corporation Limited
“Director(s)”	director(s) of the Company
“AGM”	the annual general meeting of the Company to be held on Friday, 20 June 2008 at 14:00 at the Meeting Room, 10th Floor, Beijing Youth Daily Agency Building, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, PRC
“H Share(s)”	H share(s) of the Company
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	share(s) of the Company (Domestic Shares and H Shares)
“Shareholder(s)”	shareholder(s) (both Domestic Shares and H Shares) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Zhang Yabin

Sun Wei

Du Min

He Pingping

Registered office:

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

Non-executives Directors:

Liu Han

Xu Xun

Li Wenqing

Independent non-executive Directors:

Tsang Hing Lun

Wu Changqi

Liao Li

29 April 2008

To the Shareholders,

Dear Sir or Madam,

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the proposal on the amendments to the Articles of Association which will be proposed at the AGM for the Shareholders' consideration and, where appropriate, approval.

LETTER FROM THE BOARD

2. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The amendments to the Articles are proposed in order to align the Articles with recent business and management developments of the Company. The Board believes that the proposed amendments are in the best interests of the Company and Shareholders as a whole.

On 22 April 2008, the Board announced that it proposed to amend the Articles as follows:

A. Article 98 of the Articles, which reads:

“Board meetings shall be convened at least twice each year and shall be convened by the Chairman. A written notice in relation to the board meetings shall be given to all directors fifteen days prior to the meeting.”

is amended as follows:

“Regular Board meetings shall be convened at least four times each year and shall be convened by the Chairman. A written notice in relation to the regular Board meetings shall be given to all directors at least 15 days prior to the regular Board meeting. For all other Board meetings, notice shall be given to all directors within reasonable period.”

B. Article 107 of the Articles, which reads:

“The Company shall have one(1) president, one(1) executive vice-president, a number of vice-presidents and one(1) chief financial officer, who shall be appointed or removed by the board of directors with a term of three years and can be re-elected or re-appointed for consecutive tenure.”

is amended as follows:

“The Company shall have one(1) president, two(2) executive vice-presidents, a number of vice-presidents and one(1) chief financial officer, who shall be appointed or removed by the board of directors with a term of three years and can be re-elected or re-appointed for consecutive tenure.”

Other provisions in the Articles remain unchanged.

The proposed amendments to the Articles will be adopted with immediate effect by way of a special resolution at the AGM.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING

The AGM of the Company will be held on Friday, 20 June 2008 at 14:00 at the Meeting Room, 10th floor, Beijing Youth Daily Agency Building, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC. The notice of AGM is set out on the page 5 to page 8 of this circular.

According to the Articles, Shareholders can vote by a show of hands or by poll at general meeting. General voting shall be made by a show of hands, voting shall be by poll if it is requested by, before or after voting by a show of hands: (a) the chairman of the meeting, (b) at least two Shareholders with voting rights or their proxies, or (c) one or more Shareholders with 10% voting rights or above or their proxies. Any Shareholder who requests a poll can retract such request at any time before the poll commences. The Company shall appoint its auditors, share transfer registrar or external accountants who are qualified to serve as auditors for the Company as scrutineers for any poll. Where the resolution to be voted upon is the election of the chairman of the meeting or the termination of the meeting, then a poll should be taken immediately. In all other cases, the chairman shall determine the time for taking such poll and the meeting can proceed to discuss other matters. The result of the poll shall be deemed to have been taken at such general meeting. The chairman shall have a casting vote in a general meeting, whether by show of hands or by poll.

Shareholder(s) who wish(es) to appoint a proxy/proxies to attend the AGM are requested to complete and sign the proxy form in accordance with the instructions contained thereon, and deposit it with the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time designated for the commencement of the AGM (i.e. 14:00 Friday, 20 June 2008).

4. RECOMMENDATION

The Directors believe that the proposed resolution is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the aforementioned resolution at the AGM.

By order of the Board
Zhang Yanping
Chairman

NOTICE OF 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 ANNUAL GENERAL MEETING FOR THE YEAR 2007

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the year 2007 ("Annual General Meeting") of BEIJING MEDIA CORPORATION LIMITED ("Beijing Media" or the "Company") will be held at the 10th floor, Beijing Youth Daily Agency Building, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC on Friday, 20 June 2008 at 2:00 p.m. for the following purposes:

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 2007.
2. To consider and, if thought fit, to approve the report of the Board of the Supervisory Committee of the Company for the year ended 31 December 2007.
3. To consider and, if thought fit, to approve the audited financial report and consolidated financial report of the Company for the year ended 31 December 2007.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2007 and distribution of final dividends.
5. To consider and, if thought fit, to authorise the Board of Directors of the Company to determine the budget plan of the Company for the year of 2008.
6. To consider and, if thought fit, to approve the re-appointment of Zhongrui Yuehua Certified Public Accountants Co., Ltd and Shinewing (HK) CPA Ltd as the PRC and international auditors and authorize the Board of Directors to fix and pay auditors' remuneration.

Special Resolutions:

7. To amend the Articles of Association of the Company as follows:

A. Article 98 of the Articles, which reads:

NOTICE OF ANNUAL GENERAL MEETING

“Board meetings shall be convened at least twice each year and shall be convened by the Chairman. A written notice in relation to the board meeting shall be given to all directors fifteen days prior to the meeting.”

is amended as follows:

“Regular Board meetings shall be convened at least four times each year and shall be convened by the Chairman. A written notice in relation to the regular board meetings shall be given to all directors at least 15 days prior to the regular Board meeting. For all other Board meetings, notice shall be given to all directors within reasonable period.”

B. Article 107 of the Articles, which reads:

“The Company shall have one (1) president, one (1) executive vice-president, a number of vice-presidents and one (1) chief financial officer, who shall be appointed or removed by the board of directors with a term of three years and can be re-elected or re-appointed for consecutive tenure.”

is amended as follows:

“The Company shall have one (1) president, two (2) executive vice-presidents, a number of vice-presidents and one (1) chief financial officer, who shall be appointed or removed by the board of directors with a term of three years and can be re-elected or re-appointed for consecutive tenure.”

Details of the above Ordinary Resolutions 1 to 4 and 6 are set out in the annual report of the Company for the year ended 31 December 2007.

By order of the Board
Zhang Yanping
Chairman

Beijing, the PRC, 29 April 2008

Notes:

1. Eligibility for Attending the Annual 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 Wednesday, 21 May 2008 shall be entitled to attend the Annual General Meeting.

Shareholders intending to attend and vote at the Annual General Meeting of the Company to be held on Friday, 20 June 2008 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 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at or before 16:00 on Tuesday, 20 May 2008.

NOTICE OF ANNUAL GENERAL MEETING

2. Proxy

- (1) Shareholders entitled to attend and vote at the Annual General Meeting 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 of the Company.
- (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 Annual General Meeting. 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 Annual General Meeting

- (1) A Shareholder or his proxy shall produce his identification document when attending the Annual General Meeting. 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, 30 May 2008.
- (3) A Shareholder may deliver the above reply slip to the Company in person, or by mail or by fax.

4. Registration of Share Register

The register of share transfer of the Company will be closed from Wednesday, 21 May 2008 to Friday, 20 June 2008 (both dates inclusive).

5. Procedures for Demanding a Poll by Shareholders

Subject to the Listing Rules of the securities exchange on which the Shares in the Company 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 Annual General Meeting will be concluded within a half day. Shareholders attending the Annual General Meeting shall be responsible for their own travel and accommodation expenses.

NOTICE OF ANNUAL GENERAL MEETING

- (2) The Company's Register of Member will be closed from 21 May 2008 (Wednesday) to 20 June 2008 (Friday) (both dates inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the AGM and qualify for entitlement to the 2007 dividend referred to above 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 20 May 2008 (Tuesday) for completion of the registration of the relevant transfer in accordance with the Memorandum and Articles of Association of the Company.
- (3) The address of the Computershare Hong Kong Investor Services Limited the share registrar of H Shares of the Company is 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (4) The registered address of the Company is:

Beijing Youth Daily Agency Building,
Building A, No. 23 Baijiazhuang Dongli,
Chaoyang District,
Beijing,
PRC
Zip Code: 100026

Tel: (+86) 10 6590 2615

Fax: (+86) 10 6590 2614

On the date of this notice, the Board comprises: the executive directors of Company, Zhang Yanping, Zhang Yabin, Sun Wei, He Pingping, Du Min, the non-executive directors of the Company, Liu Han, Xu Xun, Li Wenqing, and the independent non-executive directors of the Company, Tsang Hing Lun, Wu Changqi and Liao Li.

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