



BEIJING MEDIA CORPORATION LIMITED

北青傳媒股份有限公司

(A joint stock limited 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 ("Extraordinary General Meeting") 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 Friday, 29 December 2006 at 2:00 p.m. for the following purposes:

Ordinary Resolution

1. To consider and, if thought fit, approve the increase of the emolument of the independent non-executive directors from RMB50,000 to RMB100,000 per annum (before tax).

By order of the Board
Chairman
Zhang Yanping

Beijing, the PRC, 13 November 2006

Notes:

1. Eligibility to Attend the Extraordinary General Meeting

Holders of H Shares whose names appear on the register of the Beijing Media maintained by Computershare Hong Kong Investor Services Limited at the close of business of Monday, 4 December 2006 shall be entitled to attend the Extraordinary General Meeting.

Shareholders intending to attend and vote at the Extraordinary General Meeting of Beijing Media to be held on Friday, 29 December 2006 shall lodge all the transfer documents for H Shares with the relevant share certificates to the H Share transfer registrar of Beijing Media in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at or before 16:00 on Wednesday, 29 November 2006.

2. Proxy

- (1) Shareholders entitled to attend and vote at the Extraordinary 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 Beijing Media.
- (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 authorization or other authorization 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 Beijing Media no less than 24 hours before the time of holding the Extraordinary General Meeting. Holders of Domestic Shares shall deliver relevant documents to Beijing Media 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 Extraordinary 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 Beijing Media the reply slip stating their attendance on or before Friday, 8 December 2006.
- (3) A Shareholder may deliver the above reply slip to Beijing Media in person, or by mail or by fax.

4. Registration of Share Register

The register of share transfers of Beijing Media will be closed from Thursday, 30 November 2006 to Friday, 29 December 2006 (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 Beijing Media 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 Extraordinary General Meeting will be concluded within a half day. Shareholders attending the Extraordinary General Meeting shall be responsible for their own travel and accommodation expenses.
- (2) The Company's Register of Member will be closed from Thursday, 30 November 2006 to Friday, 29 December 2006 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the meeting 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 Wednesday, 29 November 2006 for completion of the registration of the relevant transfer in accordance with the Articles of Association of Beijing Media.
- (3) The address of the Computershare Hong Kong Investor Services Limited the share registrar of H Shares of Beijing Media is Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (4) The registered address of Beijing Media is:

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Beijing Youth Daily Agency
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