



# BEIJING MEDIA CORPORATION LIMITED

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

**(Stock Code: 1000)**

## **RESTATED NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2005**

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the year 2005 ("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, Beijing, the PRC on Tuesday, 20 June 2006 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 Beijing Media for the year ended 31 December 2005.
2. To consider and, if thought fit, to approve the report of the Board of the Supervisory Committee of Beijing Media for the year ended 31 December 2005.
3. To consider and, if thought fit, to approve the audited financial report and consolidated financial report of Beijing Media for the year ended 31 December 2005.
4. To consider and, if thought fit, to approve the profit distribution proposal of Beijing Media for the year ended 31 December 2005 and distribution of final dividends.
5. To consider and, if thought fit, to approve the proposal on the budget of Beijing Media for the year of 2006.
6. To consider and, if thought fit, to approve the reappointment of Yuehua Certified Public Accountants and PricewaterhouseCoopers as the PRC and international auditors of Beijing Media for the year of 2006, respectively, to authorise the Board of Directors to fix their remuneration and to pay their remuneration for 2005 financial auditing.
7. To consider and, if thought fit, to approve the granting of consent to the resignation of Mr. Jan Malherbe as the non-executive director of the company and the election of Mr. Abraham Van Zyl as the non-executive director of the company. Details relating to Mr. Van Zyl and Mr. Malherbe are set out in Appendix 1.
8. To consider and, if thought fit, to approve the granting of consent to the resignation of Mr. Zhu Yaoting as the supervisor of the company and the election of Mr. Gao Zhiyong as the supervisor of the company. Details relating to Mr. Gao and Mr. Zhu are set out in Appendix 2.
9. To consider and, if thought fit, to approve the proposal on the extension of the Printing Agreement between Beijing Youth Daily Logistics Company Limited and Beijing Youth Daily Newspaper Agency and the proposed cap. For further details, please refer to the circular sent to the shareholders.

### **Special Resolutions:**

10. To amend the Articles of Association of Beijing Media as follows:
  - (1) By deleting the following wording "The Company shall have a board of directors, which shall consist of ten (10) members" in Article 93 of the Articles of Association and replacing it with "The Company shall have a board of directors, which shall consist of eleven (11) members".
  - (2) By deleting the following wording: "pursuant to the nomination of the Vice Standing President" in Article 95 (9) of the Articles of Association and replacing it with: "pursuant to the nomination of the President".

Details of the above Ordinary Resolutions 1 to 4 are set out in the annual report of Beijing Media for the year ending 31 December 2005.

By order of the Board  
*Chairman*  
**Zhang Yanping**

Beijing, the PRC, 17 May 2006

*Notes:*

**1. Eligibility to Attend the Annual 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 Friday, 19 May 2006 shall be entitled to attend the Annual General Meeting.

Shareholders intending to attend and vote at the Annual General Meeting of Beijing Media to be held on Tuesday, 20 June 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 Friday, 19 May 2006.

**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 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 Annual 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 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 Beijing Media the reply slip stating their attendance on or before Wednesday, 31 May 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 Monday, 22 May 2006 to Tuesday, 20 June 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. Independent shareholders approval**

Beijing Youth Daily Newspapers Agency and its associates will abstain from voting on resolution number 9.

**7. 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.

- (2) The Company's Register of Member will be closed from 22 May 2006 (Monday) to 20 June 2006 (Tuesday) (both days 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 2005 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 19 May 2006 (Friday) 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 at Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (4) The registered address of Beijing Media is:  
Building A  
Beijing Youth Daily Agency  
Building No. 23 Baijiazhuang Dongli  
Chaoyang District  
Beijing  
PRC  
Zip Code: 100026  
Tel: (+86) 10 6590 2630  
Fax: (+86) 10 6590 2630

## Appendix 1

**Mr. Abraham van Zyl**, aged 50, is nominated for election as a Non-executive Director. He graduated from the University of Port Elizabeth, South Africa specializing in Afrikaans-Nederlands and German in 1976 with a Bachelor's Degree. Mr. Zyl has extensive experience in the newspaper industry.

From December 1976 to June 1977, he was a junior reporter at Oosterlig, a Naspers newspaper in Port Elizabeth. From July 1977 to June 1979, he underwent compulsory military training. In the last three months of 1979, he served as a crime and court reporter at Die Burger, a Naspers newspaper in Cape Town, South Africa. From 1980 to 1984, he became a sub-editor and later deputy chief sub editor with Die Burger. In 1985, he was appointed as a head of Die Burger's Cape regional editorial office and in 1986 he became head of Die Burger's Tygerberg office. From 1989 to 1992, he was a news editor of Die Burger and became managing editor of Die Burger in 1993. From 1994 to 1997, he was appointed as general manager of Vaal Triangle Publishers, a community newspaper group in the Vaal Triangle near Johannesburg, jointly owned by Naspers. From 1998 to 1999, he became general manager of City Press, a national Sunday newspaper owned by Naspers. From 2000 to March 2005, he was the regional general manager of Media 24's newspapers in the southern sector of South Africa. Currently he is president of the MIH Print Media Beijing Office. Mr. Van Zyl has also been the chairman of the Cape Town Chamber of Commerce before being transferred to Beijing.

Mr. Van Zyl, once elected at the Annual General Meeting, will enter into a service contract with Beijing Media. Pursuant to the provisions of the service contract. Mr. Van Zyl will not receive any remuneration from Beijing Media. Mr. Van Zyl is not related to any other director or senior management or substantial or controlling shareholder of the Company.

Mr. Van Zyl has no interest in the shares of Beijing Media within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Van Zyl has not been a director or senior manager of any listed company in the last three years.

The proposed appointment of Mr. Van Zyl is for the term commencing from 20 June 2006 to 22 August 2007.

Other than as disclosed herein, there are no other matters relating to Mr. Van Zyl which need to be drawn to the attention of shareholders or matters which are discloseable under note (h) of rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Johannes Louw Malherbe, was nominated for election as Non-executive Director in which position he has served since June 2005. Mr. Malherbe has tendered his resignation with Beijing Media. Mr. Malherbe has stated in his resignation that his reason for resignation was that, due to his place of ordinary residence, it would be impractical for him to participate in the business of the board of directors of Beijing Media and this would not be in the interests of Beijing Media.

Mr. Malherbe confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of holders of securities of Beijing Media.

## Appendix 2

**Mr. Gao Zhiyong**, aged 43, is nominated as a Supervisor. He graduated from the College of Finance and Economics of Hunan Province in 1983 with a Bachelor's Degree in Economics, majoring in Industrial Accounting.

He has obtained the following professional technical titles to date, i.e. the Certificate of Certified Public Accountant in 1986, the Certificate of Senior Accountant in 1996 and the Certificate of Certified Tax Agent in 1997.

From August 1983 to June 1986, he was with the Government Offices Administration of the State Council. From July 1986 to June 1987, he served in the Central Governmental Lecturing & Studying Group, Hebei Branch. From July 1987 to May 1991, he became the Department Manager of the Second Rest house of the Government Offices Administration of the State Council. From June 1991 to July 1992, he was with the System Reform Department of the Government Offices Administration of the State Council. From August 1992 to December 1993, he was appointed as manager of the Investment Department of UFIDA Software Shareholding Co. Ltd. From January 1994 to December 1998, he became the department manager of Reanda Certified Public Accountants under the former Department of Foreign Economics & Trade. From January 1999 to November 2004, he worked with Xincheng Certified Public Accountants. At present, he is the Vice General Manager of Yuehua Certified Public Accountants. From August 2001 to September 2003, he worked partly with UFIDA Science & Technology Co., Ltd as the President.

Mr. Gao, once elected at the Annual General Meeting, will enter into a service contract with Beijing Media. Pursuant to the provisions of the service contract, Mr. Gao will not be receiving any remuneration from Beijing Media. Mr. Gao is not related to any other director or senior management or substantial or controlling shareholder of the Company.

Mr. Gao has no interests in the shares of Beijing Media within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Gao has not been a director and or senior manager of any listed company in the last three years.

The proposed appointment of Mr. Gao is for the term commencing from 20 June 2006 to 22 August 2007.

Other than as disclosed herein, there are no other matters relating to Mr. Gao which need to be drawn the attention of shareholders or matters which are discloseable under note (h) of rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Zhu Yaoting, was nominated for election as Supervisor in which position he has served since 2004. He has raised the resignation letter to the Beijing Media. In his resignation letter, he indicated that in view of his many social commitments, it is very hard for him to ensure his participation in the activities of the Supervisory Committee of Beijing Media.

Mr. Zhu confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of holders of securities of Beijing Media.

On the date of this notice, the Board comprises: the executive directors of the Company, Zhang Yanping, Zhang Yabin, Sun Wei, He Pingping, Du Min, the non-executive directors of the Company, Liu Han, Xu Xun, Johannes Louw Malherbe, 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 in The Standard.”