



## **BEIJING MEDIA CORPORATION LIMITED**

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

**(Stock Code: 1000)**

### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an 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, No. 23, Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC on 1 July 2008 at 2:00 p.m. for the purpose of considering and, if thought fit, to approve the following resolution:

#### **As an Ordinary Resolution:**

**THAT**, the Guarantee Agreement (as defined in the circular of the Company dated 15 May 2008) in relation to the provision of guarantees by the Company to banks for loans and facilities granted to Beijing China Open Promotion Company Limited, a subsidiary of the Company, in an aggregate amount of principal not exceeding RMB209.1 million, together with all accrued interest therein, for a period of two years commencing from the date of the EGM be and is hereby approved.

**By order of the Board**

**Zhang Yanping**

*Chairman*

Beijing, the PRC, 15 May 2008

*Notes:*

#### **1. Eligibility to Attend the EGM**

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 30 May 2008 shall be entitled to attend the EGM.

Shareholders of the Company (“Shareholders”) intending to attend and vote at the EGM should lodge all the transfer documents for H Shares with the relevant share certificates with the H Share transfer registrar of the Company 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 4:00 p.m. on 29 May 2008.

## **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 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 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 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 EGM**

- (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 11 June 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 transfers of the Company will be closed from 30 May 2008 to 1 July 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. Independent shareholders' approval**

Beijing Youth Daily Agency and its associates will abstain from voting on the resolution.

## 7. 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 30 May 2008 to 1 July 2008 (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 4:00 p.m. on 29 May 2008 for completion of the registration of the relevant transfer in accordance with the 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 Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (4) The registered address of the Company is:

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