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**If you have sold or transferred** all your shares in Beijing Media Corporation Limited, you should at once hand this circular 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 limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1000)**

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
NOMINATION OF PROPOSED DIRECTOR OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held on Wednesday, 15 June 2005 at 14:00 at the Meeting Room, 10th Floor, Beijing Youth Daily Agency Building, Beijing, the PRC is set out on pages 6 to 9 of this circular. Whether or not Shareholders are able to attend the AGM, they are requested to complete the enclosed proxy form in accordance with the instructions printed 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 Tuesday, 14 June 2005). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting should they so desire.

\* For identification purposes only

## **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD</b>	
1.    Introduction .....	2
2.    Amendments to the Articles of Association .....	3
3.    Nomination of Proposed Director of the Company .....	4
4.    Annual General Meeting .....	5
5.    Recommendation .....	5
<b>2004 NOTICE OF ANNUAL GENERAL MEETING .....</b>	<b>6</b>

## DEFINITIONS

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

“AGM” or “Annual General Meeting”	annual general meeting
“Articles” or “Articles of Association”	articles of association of the Company
“Board”	the board of Directors of the Company
“Company” or “Beijing Media”	Beijing Media Corporation Limited
“Directors”	directors of the Company
“Domestic Shares”	domestic shares of the Company
“H Shares”	H shares 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
“Shares”	shares of the Company (Domestic Shares and H Shares)
“Shareholders”	shareholders (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 limited 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, head office and  
principal place of business:*

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

*Non-executives Directors:*

Liu Han  
Xu Xun

*Independent non-executive Directors:*

Tsang Hing Lun  
Wu Changqi  
Liao Li

Beijing, the PRC, 29 April 2005

*To the Shareholders,*

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
NOMINATION OF PROPOSED DIRECTOR OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

This circular is issued in relation to the AGM to be held at 14:00 on Wednesday, 15 June 2005 at the Meeting room, 10th Floor, Beijing Youth Daily Agency Building, Beijing, the PRC.

\* For identification purposes only

## LETTER FROM THE BOARD

### 2. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments are proposed to the Articles of Association which are as follows:

1. The deletion of the word “existing” and insertion of the words “before the issuance of overseas listed foreign invested shares” in Article 8.
2. The deletion of Articles 19 to 22.
3. The insertion the following paragraph into Article 19:

After the completion of this issue, the registered capital of the Company shall be RMB197,310,000 and the existing total number of shares shall be 197,310,000 shares with a nominal value of RMB1.00 each. The shareholding structure is as follows:

Beijing Youth Daily Newspaper Agency	124,839,974 shares	63.27%
Beijing Zhijin Science and Technology Investment Co., Ltd.	7,367,000 shares	3.73%
China Telecommunication Broadcast Satellite Corp.	4,263,117 shares	2.16%
Beijing Development Area Ltd.	2,986,109 shares	1.52%
Sino Television Co., Ltd.	2,952,800 shares	1.50%
Public Shareholders	54,901,000 shares	27.82%

The proposed amendments to the Articles of Association must be passed and adopted by more than two-thirds of Shareholders (including their proxies) present at the meeting.

On 23 April 2005, the Board passed a resolution pursuant to which the above proposed amendments to the Articles of Association were agreed, subject to Shareholders' agreement. Other provisions in the Articles of Association remain unchanged.

### 3. NOMINATION OF THE PROPOSED DIRECTOR OF THE COMPANY

#### Introduction

In accordance with the Articles of Association, the term of office of each of the Director is three years and each shall be eligible for re-election. The Directors shall be elected at the general meeting, and approved by more than half of the Shareholders (including their proxies), who possess the right to vote, present at the meeting.

## LETTER FROM THE BOARD

### **Nomination of proposed director of the Company**

#### *Non-Executive Director*

Mr. Johannes Louw Malherbe, aged 57, proposed to be elected as a non-executive Director of the Company. He graduated from the University of Stellenbosch Business School of South Africa and received a master's degree in commerce. Mr. Malherbe has extensive experience in the newspaper industry and has played a leading role in the print media in South Africa.

He joined the Naspers Group in 1983 as Human Resources Manager. In 1990, he was appointed as General Manager of Beeld, a daily newspaper in the Northern Province of South Africa. In 1996, he was appointed as Regional General Manager of Northern Newspapers. In 1998, he became CEO and executive director of Media24 Newspapers. He has played a leading role in modernising the Media24 Newspaper Group including development of new printing plants and Internet business. Mr. Malherbe has also been a board member of South African Press Association since 1990.

Save as disclosed, Mr. Malherbe is not connected with any Directors, senior management or the substantial or controlling Shareholder of the Company, and he does not have any interests within the meaning of Part XV of the Securities and Futures Ordinance in Shares. Mr. Malherbe is not a director of any listed company in the last three years.

The proposed appointment of Mr. Malherbe is for a term commencing from 15 June 2005 to 22 August 2007.

Mr. Malherbe will be entitled to emoluments as the Company may determine from time to time with reference to prevailing market conditions.

The Board would like to take this opportunity to welcome Mr. Malherbe to Beijing Media. Save as disclosed above, there is no other material matter that needs to be brought to the attention of Shareholders.

#### **4. AGM**

The AGM of the Company will be held on the Wednesday, 15 June 2005 at 14:00 at the Meeting Room, 10th floor, Beijing Youth Daily Agency Building, Beijing, the PRC. The notice of AGM is set out on the page 6 to page 9 of this circular.

According to the Articles of Association, 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

## LETTER FROM THE BOARD

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 Tuesday, 14 June 2005).

### 5. RECOMMENDATION

The Directors believe that the proposed resolutions are either necessary or in the interest of the Company. Accordingly, the Directors recommend all Shareholders to vote in favour of the aforementioned resolutions at the AGM.

By order of the Board

*Chairman*

**Zhang Yanping**



# NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2004



## 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 ANNUAL GENERAL MEETING FOR THE YEAR 2004

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the year 2004 ("Annual General Meeting") of BEIJING MEDIA CORPORATION LIMITED ("Beijing Media") will be held at the 10th floor, Beijing Youth Daily Agency Building, Beijing, the PRC on Wednesday, 15 June 2005 at 14:00 for the following purposes:

### **Ordinary Resolutions:**

1. To review and approve the report of the Board of Directors of Beijing Media for the year ended 31 December 2004.
2. To review and approve the report of the Supervisory Committee of Beijing Media for the year ended 31 December 2004.
3. To review and approve the audited financial report and consolidated financial report of Beijing Media for the year ended 31 December 2004.
4. To review and approve the profit distribution proposal of Beijing Media for the year ended 31 December 2004 and distribution of final dividends.
5. To reappoint Yuehua Certified Public Accountants and PricewaterhouseCoopers as the PRC auditors and the international auditors of Beijing Media for the year of 2005, respectively, and authorize the Board of Directors of the Beijing Media to fix their remuneration.
6. To review and approve the proposal on the budget of Beijing Media for the year of 2005.
7. To review and approve the proposal on the election of Mr. Johannes Louw Malherbe as a non-executive director of the Company.
8. To review and approve the Company's "Monetary Housing Allowance Implementation Proposal".

\* For identification purposes only

# NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2004

## Special Resolution:

To amend the Articles of Association as follows:

- (1) By deleting the word “existing” and inserting the words “before the issuance of overseas listed foreign invested shares” in Article 8.
- (2) By deleting Articles 19 to 22.
- (3) By inserting the following paragraph into Article 19:

After the completion of this issue, the registered capital of the Company shall be RMB197,310,000 and the existing total number of shares shall be 197,310,000 shares with a nominal value of RMB1.00 each. The shareholding structure is as follows:

Beijing Youth Daily Newspaper Agency	124,839,974 shares	63.27%
Beijing Zhijin Science and Technology Investment Co., Ltd.	7,367,000 shares	3.73%
China Telecommunication Broadcast Satellite Corp.	4,263,117 shares	2.16%
Beijing Development Area Ltd.	2,986,109 shares	1.52%
Sino Television Co., Ltd.	2,952,800 shares	1.50%
Public Shareholders	54,901,000 shares	27.82%

Resolutions 1 to 4 of the above ordinary resolutions are set out in the annual report of Beijing Media (“Annual Report”) for the year of 2004.

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

Beijing, the PRC, 29 April 2005

# NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2004

*Notes:*

## **1. Eligibility for Attending 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 Tuesday, 17 May 2005 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 Wednesday, 15 June 2005 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, 13 May 2005.

## **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 Thursday, 26 May 2005.
- (3) A Shareholder may delivery in person or by mail or by fax the above reply slip to Beijing Media.

## NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2004

### 4. Registration of Share Register

The register of share transfer of Beijing Media will be closed from Tuesday, 17 May 2005 to Wednesday, 15 June 2005 (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 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 17 May 2005 (Tuesday) to 15 June 2005 (Wednesday) (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 2004 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 13 May 2005 (Friday) 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 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:

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

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