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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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1000)

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
CHANGE OF AUDITORS
RE-ELECTION OF DIRECTORS
RE-ELECTION OF SUPERVISORS OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of Beijing Media Corporation Limited to be held at 10th Floor, Beijing Youth Daily Agency Building, Beijing, the People's Republic of China on Thursday, 23 August 2007 at 14:00 is set out on pages 18 to 20 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.

4 July 2007

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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
“BYD”	Beijing Youth Daily Agency
“Company” or “Beijing Media”	Beijing Media Corporation Limited
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 23 August 2007 at 14:00 at the Meeting Room, 10th Floor, Beijing Youth Daily Agency Building, Beijing
“H Share(s)”	H share(s) of the Company
“HK\$”	Hong Kong Dollars
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 July 2007, being the latest practicable date for the purpose of ascertaining certain information contained in the circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	Securities and Future Ordinance
“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
“Supervisor(s)”	supervisor(s) of the Company

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:

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
Abraham Van Zyl

Independent non-executive Directors:

Tsang Hing Lun
Wu Changqi
Liao Li

4 July 2007

To the Shareholders,

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
CHANGE OF AUDITORS
RE-ELECTION OF DIRECTORS
RE-ELECTION OF SUPERVISORS OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the following proposals which will be proposed at the EGM for the Shareholders' consideration and, where appropriate, approval:

- (a) amendments to the Articles of Association;

LETTER FROM THE BOARD

- (b) change of auditors;
- (c) re-election of Directors;
- (d) re-election of Supervisors;

The EGM notice is set out on pages 18 to 20 of this circular.

2. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments are proposed to the Articles which are as follows:

The proposed amendments to the Articles are the replacement of references to “常務副總裁” (“Standing Vice President”) in Article 98, 103 and 109 by references to “總裁” (“President”).

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

On 27 June 2007, the Board passed a resolution pursuant to which the above proposed amendments to the Articles were agreed, subject to Shareholders’ approval. Other provisions in the Articles remain unchanged.

3. CHANGE OF AUDITORS

The Board announces that PricewaterhouseCoopers (“**PwC**”) ceased to act as auditors of the Company with effect from 20 June 2007 subject to the ratification by Shareholders at an EGM.

The Board had proposed to appoint ShineWing (HK) CPA Ltd (“**ShineWing**”) as the new auditors of the Company, to fill the casual vacancy following PwC’s ceasing to act, until the conclusion of the next annual general meeting of the Company, subject to the ratification by Shareholders at an EGM. Pursuant to the Articles, the Board shall as soon as practicable convene an EGM to approve the termination of PwC’s appointment and the appointment of ShineWing.

The reason for the change of auditors is the failure of the Company to reach agreement with PwC on its proposed fee for conducting the Company’s audit for the year ending 31 December 2007.

PwC have informed the Company that they will only issue a letter regarding any issues to be brought to the attention of Shareholders on their ceasing to act as auditors of the Company upon ratification of their ceasing to act by Shareholders in the proposed EGM. To the best knowledge of the Directors, save as mentioned above, there are no circumstances in respect of the change of auditors which they consider should be brought to the attention of the Shareholders.

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PwC have not commenced any audit work in relation to the interim report of the Company for the six months ended 30 June 2007 and such audit work had been undertaken by ShineWing from 27 June 2007 following the termination of PwC's appointment. The Board does not consider that the termination of PwC's appointment will affect the release of the interim results of the Company for the six months ended 30 June 2007.

4. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, Mr. Zhang Yanping, Mr. Zhang Yabin, Mr. Sun Wei, Mr. He Pingping and Mr. Du Min are executive Directors of Company, Mr. Liu Han, Mr. Xu Xun and Mr. Abraham Van Zyl are non-executive Directors of the Company, Mr. Tsang Hing Lun, Mr. Wu Changqi and Mr. Liao Li are independent non-executive Directors of the Company.

In accordance with the Articles, the term of office of each of the Directors is three years and each shall be eligible for re-election at the end of each term. The election of Directors is subject to approval of more than half of the Shareholders (including their proxies) in general meeting, who possess the right to vote, present at the meeting. Details of the Directors proposed to be re-elected at the EGM that are required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular.

5. RE-ELECTION OF SUPERVISORS

As at the Latest Practicable Date, Mr. Li Shiheng, Mr. He Daguang, Mr. Gao Zhiyong, Mr. Liu Yanfeng and Mr. Zhou Fumin are Supervisors.

In accordance with the Articles, the term of office of each of the Supervisors is three years and each shall be eligible for re-election at the end of each term. The Supervisors 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. Details of the Supervisors proposed to be re-elected at the EGM that are required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

6. EXTRAORDINARY GENERAL MEETING

The EGM of the Company will be held on Thursday, 23 August 2007 at 14:00 at the Meeting Room, 10th floor, Beijing Youth Daily Agency Building, Beijing, the PRC. The notice of EGM is set out on the page 18 to page 20 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

LETTER FROM THE BOARD

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 EGM 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 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designated for the commencement of the EGM (i.e. 14:00 Thursday, 23 August 2007).

7. RECOMMENDATION

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

By order of the Board
Zhang Yanping
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING

Pursuant to the Listing Rules, the details of the Directors who will retire at the EGM according to the Articles and will be proposed to be re-elected at the EGM are provided below.

Detail of Directors:

1. Executive Directors

(1) *Mr. ZHANG Yanping, 49, the Chairman of the Company and an executive Director*

ZHANG Yanping, 49, is the Chairman of the Company and an executive Director. He graduated in 1988 from the Renmin University of China with a bachelor's degree in journalism and achieved a master of business administration degree from the School of Economics and Management of Tsinghua University in 2006. Mr. Zhang completed his military service with Division No. 4 of Beijing Garrison Command (北京衛戍區警衛四師) from December 1976 to June 1980. He then joined Beijing People's Radio (北京人民廣播電台) as a trainee from June 1980 to April 1981. He joined BYD in November 1981 and has gained nearly 26 years of experience in the media business and has acted in a number of different positions such as a reporter, director, editing committee member, deputy chief editor, standing deputy chief editor and chief editor of BYD. Mr. Zhang is currently the president of the BYD and a director of Beijing Youth Daily Logistics Company Limited. Mr. Zhang was appointed as a Director on 16 May 2001.

Mr. Zhang, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB500,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang had no interests in the Shares within the meaning of Part XV of SFO. He has not been the subject of any regulatory sanctions imposed by CSRC and any Stock Exchange. Mr. Zhang has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Zhang which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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(2) *ZHANG Yabin, 50, a Vice Chairman of the Company and an executive Director*

ZHANG Yabin, 50, is a Vice Chairman of the Company and an executive Director. Mr. Zhang is currently the chief editor of BYD. He graduated in 1982 from the Peking University with a bachelor's degree in journalism and graduated in 2005 from EMBA Programme at Cheung Kong Graduate School of Business. He was a reporter and an editor of the political and legal department of Beijing Daily News Press (北京日報社) from February 1982 to June 1992. He became the deputy director of the chief editorial department of Beijing Daily News Press from July 1992 and then became the director of the external relationship department of Beijing Daily News Press starting from March 1996. In April 1999, Mr. Zhang started to serve as the chief editor of Beijing Morning Post Press (北京晨報社). He joined BYD in April 2002 as the chief editor. Mr. Zhang is currently the president of China Open Promotion Company Limited. Mr. Zhang was appointed as a Director on 30 December 2002.

Mr. Zhang, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB450,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Zhang has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Zhang which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(3) *SUN Wei, 53, the President of the Company and an executive Director*

SUN Wei, 53, is the President of the Company and an executive Director. He graduated in 1994 from the China Communist Party Central School in economics and administration and studied at Remin University of China for a bachelor's degree in journalism studies from 1996 to 1998. He joined BYD in October 1983 and has gained experience as a reporter, editor, deputy director, director, editing committee member and deputy chief editor. Mr. Sun was the executive deputy chief editor of BYD. He is currently the vice president of Beijing Youth Fictionist Association (北京青年創業者協會) and the president of Beijing Youth Daily Logistics Company Limited, Beijing Leisure Trend Advertising Company Limited and Hebei Heqing Media Corporation Limited respectively. Mr. Sun was appointed as a Director on 23 August 2004.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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Mr. Sun, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB350,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Sun had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Sun has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Sun which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(4) HE Pingping, 52, an executive Director

HE Pingping, 52, is an executive Director. Mr. He graduated in 1987 from the Capital Normal Academy (北京師範學院) in politics and education. He was in charge of the Youth Communist League Committee of Beijing Cotton Textile Dyeing Company Limited (北京棉紡織印染有限公司) from October 1983 to January 1985; Starting from March 1987, he became the vice president of the Propaganda Division of the Beijing Municipal Committee of China Communist Youth League (共青團北京市委宣傳部). From January 1990 to February 1991, he served as the vice president of the Beijing Youth Service Center (北京青少年服務中心). He then became the deputy chief editor and vice president of Beijing Youth Audio-visual Press (北京青少年音像出版社) in February 1991 before joining BYD as deputy chief editor from March 1993 to June 2005. He then served as the chief director of Youth Weekend (青年周末) in March 2006. Mr. He was appointed as a Director on 16 May 2001.

Mr. He, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB350,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. He had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. He has not been a director or senior manager of any other listed company in the last three years.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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Other than as disclosed herein, there are no other matters relating to Mr. He which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(5) *DU Min, 39, an executive Director and the Standing Vice President of the Company*

DU Min, 39, is an executive Director and the Standing Vice President of the Company. He graduated in 1991 from Renmin University of China with a bachelor's degree in law. Mr. Du has acted in a number of different positions such as editor, reporter and department head of China Business Times from July 1991 to July 1995. He became the vice president and the deputy chief editor of China Business starting from August 1995. In September 1998, he joined the America International Data Group's branch in China (美國國際數據集團中國公司) as a vice president. He then served as the vice president of Shanghai Meining Computer Software Company Limited (上海美寧計算機軟件有限公司) from July 2000 to September 2002 before becoming the general manager of our Company in December 2002. Mr. Du is currently a director of China Open Promotion Company Limited. Mr. Du was appointed as a Director on 30 December 2002.

Mr. Du, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB350,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Du had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Du has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Du which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

2. Non-Executive Directors

(1) *LIU Han, 48, a non-executive Director*

LIU Han, 48, is a non-executive Director. Mr. Liu is currently the vice president of BYD. He graduated in 1982 from Capital Normal Academy (北京師範學院) in Chinese literature. He became a teacher of the No. 1 Secondary School of Fengtai, Beijing (北京豐台一中) from September 1982 to December 1985. Mr. Liu served as an officer of Beijing Fengtai Bureau of Education (北京豐台教育局) from December 1985 to June 1986. He joined BYD in July 1986 as reporter, and subsequently, deputy head of the editorial department. He had

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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also been the editor-in-chief, assistant to the president and the vice president of Middle School Times. Mr. Liu is currently a director of Beijing Youth Daily Logistics Company Limited. Mr. Liu was appointed as a Director on 16 May 2001.

Mr. Liu, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB20,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Liu had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Liu has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Liu which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(2) XU Xun, 51, a non-executive Director

XU Xun, 51, is a non-executive Director. He graduated in 1998 from the Postgraduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生院) with a master's degree in finance. Mr. Xu served as an editor and reporter of Capital Economic Information Daily (首都經濟信息報) from 1990 to 1993. He was the general manager of Beijing Hua Ren Advertising Company Limited (北京華人廣告公司) in 1993. He became the deputy general manager of Chinese Securities Daily (中國證券報) from November 1994 to February 2000. Thereafter, he worked in Beijing Zhijin Science and Technology Investment Co., Ltd. as the deputy general manager from March 2000 to March 2002. He worked with Beijing Management Department of Yongjin Group as General Manager from March 2002 to 2006, and is now the vice president of Yongjin Group. Mr. Xu was appointed as a Director on 16 May 2001.

Mr. Xu, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB20,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Xu had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Xu has not been a director or senior manager of any other listed company in the last three years.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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Other than as disclosed herein, there are no other matters relating to Mr. Xu which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(3) *LI Wenqing, 39, a non-executive Director*

LI Wenqing, aged 39, is nominated for election as a non-executive Director. She graduated from Tsinghua University in 1991 with a double bachelor's degree in engineering. Ms. Li earned a master's degree in earthquake engineering in 1992 from University of New York, Buffalo. From 1992 to 1995, she studied at Columbia University for a doctor's degree in construction engineering. She also obtained a master of business administration in 1999 from Harvard Business School.

From 1992 to 1995, Ms. Li was a research assistant with National Centre for Infrastructure Study in New York, U.S.A. From 1995 to 1997, she served as a bidding analyst and a project engineer with Turner Construction Company in the City of New York, U.S.A. From 1999 to 2001, she worked with JP Morgan Chase Securities, Inc. in the City of New York, USA, as an investment banking associate. From 2001 to June 2007, Ms. Li was appointed as director with Corporate Development Group of Microsoft Corporation in the State of Washington. Start from August 2007, Ms. Li will be chief executive officer of the Great China Area of MIH Group.

Ms. Li, if elected at the EGM, will enter into a service contract with Beijing Media for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Pursuant to the provisions of the service contract. Ms. Li will not receive any remuneration from the Company.

As at the Latest Practicable Date, Ms. Li had no interests in the Shares within the meaning of Part XV of the SFO. She has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Ms. Li has not been a director or senior manager of any listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Ms. Li which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

Mr. Abraham Van Zyl will retire from office as a non-executive Director upon the expiration of his 3 years term on 23 August 2007 and will not offer availability for re-election.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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3. Independent Non-Executive Directors

(1) TSANG Hing Lun, 58, an independent non-executive Director

TSANG Hing Lun, 58, is an independent non-executive Director. Mr. Tsang is the chief executive officer of Influential Consultants Ltd. He is also Fellow Members of Hong Kong Institute of Directors, the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Tsang graduated from the Chinese University of Hong Kong with a bachelor's degree in business administration (1st Class Hons.) in 1973. Mr. Tsang has served in the senior management capacity in several reputable publicly listed companies operating in Hong Kong and Singapore. Mr. Tsang joined the Hang Seng Bank Group in 1973 and had served in the group for 17 years. He acted as the assistant general manager of the planning and development division of Hang Seng Bank before joining the UOB Group in Singapore in 1990 as its Head of International Branches Division and First Vice President. After working in the UOB Group, Mr Tsang has also acted as an executive vice president of the Stock Exchange of Hong Kong in 1993 and the executive director of China Champ Group in 1994, as an alternate chief executive and deputy general manager of the China Construction Bank, Hong Kong Branch from 1995 to 1998. Mr Tsang has also acted as an executive director of DigiTel Group Limited, a company listed on the GEM Board of the Stock Exchange. Mr. Tsang was appointed as a Director on 12 November 2004.

Mr. Tsang, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB100,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Tsang had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Tsang has not been a director or senior manager of any other listed company in the last three years (except mentioned above).

Other than as disclosed herein, there are no other matters relating to Mr. Tsang which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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(2) *WU Changgi, 52, an independent non-executive Director*

WU Changgi, 52, is an independent non-executive Director. He graduated in 1982 from Shandong University (山東大學) with a bachelor's degree in economics. He obtained a master's degree in business administration and a doctoral degree in applied economics from Katholieke Universiteit Leuven in Belgium in 1986 and 1990, respectively. He has also been a lecturer and an assistant professor in Economics of The Hong Kong University of Science and Technology respectively in 1991 and 1997. He has been the professor and the president of the Faculty of Strategic Management of the Guanghua School of Management of Peking University since 2001, the president of the EMBA Centre of the Guanghua School of Management of Peking University from 2002 and the associate dean of the Guanghua School of Management of Peking University from 2003. Mr. Wu was appointed as a Director on 23 August 2004.

Mr. Wu, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB100,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Wu had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Wu has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Wu which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(3) *LIAO Li, 41, an independent non-executive Director*

LIAO Li, 41, is an independent non-executive Director. He is currently the deputy president and the professor in finance of the School of Economics and Management of Tsinghua University. Mr. Liao graduated in 1989 from the Department of Electrical Engineering of Tsinghua University with a bachelor's degree in mechanical engineering and automation profession. He obtained a doctoral degree in technical economics from the School of Economics and Management of Tsinghua University in 1995. In 1999, he graduated from the Sloan School of Management of Massachusetts Institute of Technology with a master's degree in business administration. Mr. Liao was a lecturer of the School of Economics and Management of Tsinghua University from 1995 to 1997. Starting from 2001, Mr. Liao became the deputy president and the deputy professor in finance of the School of Economics and Management of Tsinghua

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING
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University and became a professor in 2004. Mr. Liao was appointed as a Director on 23 August 2004.

Mr. Liao, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Under which he will be entitled to an annual remuneration of RMB100,000 (before tax) determined after taking into consideration the Company's performance and profitability, as well as the industry benchmark and prevailing market conditions.

As at the Latest Practicable Date, Mr. Liao had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Liao has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Liao which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING

DETAILS OF SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING

Pursuant to the Listing Rules, the details of the Supervisors who will retire at the EGM according to the Articles and will be proposed to be re-elected at the EGM are provided below.

Detail of Supervisors:

Supervisors

(1) *TIAN Kewu, 37, a Supervisor*

TIAN Kewu, aged 37, is nominated for election as a Supervisor. He graduated from China Youth University for political sciences in 1991 with a bachelor's degree in ideological and political education. Mr. Tian earned a master's degree in law in 2003 from Peking University after three years' study. Mr. Tian became a member of the Communist Party of China in September 1994.

Mr. Tian joined Chinese Communist Youth League, Beijing Municipal Committee ("**CCYL, BMC**") in July 1991, he has been as a clerk, officer, deputy director and director at the research office. Since May 2001, he was the director of the Propaganda Department of CCYL, BMC. From June 2005 to date, Mr. Tian has been a member of the party committee and a standing deputy editor-in-chief of BYD.

Mr. Tian, if elected at the EGM, will enter into a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Pursuant to the provisions of the service contract, he will not be receiving any other remuneration from the Company.

As at the Latest Practicable Date, Mr. Tian had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Tian has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Tian which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

Mr. Li Shiheng will retire from office as a Supervisor upon the expiration of his 3 years term on 23 August 2007 and will not offer availability for re-election.

APPENDIX II DETAILS OF SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING

(2) *HE Daguang, 49, a Supervisor*

HE Daguang, 49, is a Supervisor. He graduated from Shaanxi College of Finance and Economy in 1983 specialising in financial management for industrial enterprises. From 1983 to 2001, Mr. He had, amongst other positions, served as a deputy head of a division, head of a division, vice chief accountant, deputy chief accountant and executive director of China International Water and Electric Corporation. Mr. He served as the PRC chief financial officer of Phoenix Satellite Television Company Limited from 2001 to November 2006, and has been the vice president of Phoenix Satellite Television Company Limited since December 2006.

Mr. He, if re-elected at the EGM, will renew a service contract with Beijing Media for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Pursuant to the provisions of the service contract, he will not be receiving any remuneration from the Company.

As at the Latest Practicable Date, Mr. He had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. He has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. He which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(3) *GAO Zhiyong, 44, a Supervisor*

GAO Zhiyong, 44, is 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. Mr. Gao 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. He served as the President of UFIDA Science & Technology Co. from August 2001 to September 2003. Mr. Gao is currently the Vice General Manager of Yuehua Certified Public Accountants.

Mr. Gao, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Pursuant to the provisions of the service contract, he will not be receiving any remuneration from the Company.

As at the Latest Practicable Date, Mr. Gao had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Gao has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Gao which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF SUPERVISORS PROPOSED TO BE RE-ELECTED AT THE EXTRAORDINARY GENERAL MEETING

(4) *LIU Yanfeng, 35, a Supervisor*

LIU Yanfeng, 35, is a Supervisor. He graduated from the Central Communist Party School in December 2003 specialising in economics and management. Mr. Liu had, amongst other positions, served as the deputy director of the laser phototypesetting office of BYD from September 1991 to April 2001. Mr. Liu currently serves as the deputy director of the laser phototypesetting centre of the Company since May 2001.

Mr. Liu, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Pursuant to the provisions of the service contract, he will not be receiving any remuneration from the Company.

As at the Latest Practicable Date, Mr. He had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Liu has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Liu which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

(5) *ZHOU Fumin, 36, a Supervisor*

ZHOU Fumin, 36, is a Supervisor. He graduated from the department of Materials Science and Engineering of Tsinghua University in 1995 with a bachelor's degree in engineering science and graduated from School of Law of Tsinghua University in 1998 with a master's degree in law. Mr. Zhou is currently the vice president of Yunan International Trust and Investment Corporation.

Mr. Zhou, if re-elected at the EGM, will renew a service contract with the Company for a term of three years commencing from 24 August 2007 until the annual general meeting for the year 2009. Pursuant to the provisions of the service contract, he will not be receiving any remuneration from the Company.

As at the Latest Practicable Date, Mr. Zhou had no interests in the Shares within the meaning of Part XV of the SFO. He has not been the subject of any regulatory sanctions imposed by the CSRC and any Stock Exchange. Mr. Zhou has not been a director or senior manager of any other listed company in the last three years.

Other than as disclosed herein, there are no other matters relating to Mr. Zhou which need to be drawn to the attention of Shareholders or matters which are discloseable under Rule 13.51(2) of the Listing Rules.

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 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, Beijing, the PRC on Thursday, 23 August 2007 at 14:00 for the following purposes:

Ordinary Resolutions:

1. To consider and, if thought fit, to approve the termination of PricewaterhouseCoopers' appointment and the appointment of ShineWing (HK) CPA Ltd as the international auditors of Beijing Media for the year 2007 and authorise the Board to fix auditors' remuneration.
2. To consider and, if thought fit, to approve the reappointment of Yuehua Certified Public Accountants as the domestic auditors of Beijing Media for the year 2007 and authorise the Board to fix auditors' remuneration.
3. To consider and, if thought fit, to approve the re-election of the directors of Beijing Media.
4. To consider and, if thought fit, to approve the re-election of the supervisors of Beijing Media.

Special Resolutions:

5. To consider and if thought fit, pass the following resolution as a special resolution:

"THAT the existing articles of association of Beijing Media be and are hereby amended by replacing references to "常務副總裁" ("**Standing Vice President**") in Article 98, 103 and 109 by references to "總裁" ("**President**")."

By order of the Board
Zhang Yanping
Chairman

4 July 2007

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Eligibility for Attending the Extraordinary 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 Tuesday, 24 July 2007 shall be entitled to attend the EGM.

Shareholders intending to attend and vote at the EGM to be held on Thursday, 23 August 2007 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 Room 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 16:00 on Tuesday, 24 July 2007.

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.
- (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 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 Extraordinary General Meeting

- (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 Friday, 3 August 2007.

4. Registration of Share Register

The register of share transfer of the Company will be closed from Wednesday, 25 July 2007 to Thursday, 23 August 2007 (both dates inclusive).

5. Procedures for Demanding a Poll by Shareholders

Subject to the Listing Rules on which the Shares 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 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 Wednesday, 25 July 2007 to Thursday, 23 August 2007 (both dates inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the EGM 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 Tuesday, 24 July 2007 for completion of the registration of the relevant transfer in accordance with the Articles 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 1806-1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) The registered address of the Company is:

Building A,
Beijing Youth Daily Agency Building,
No. 23 Baijiazhuang Dongli,
Chaoyang District,
Beijing,
PRC
Zip Code: 100026
Tel: (+86) 10 6590 2615
Fax: (+86) 10 6590 2614

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