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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 (the “**EGM**”) of BEIJING MEDIA CORPORATION LIMITED (“**Beijing Media**” or the “**Company**”) will be held at 2 p.m. on Friday, 18 December 2009 at the 21st floor, Beijing Youth Daily Agency, Building A, No.23 Baijiazhuang Dongi, Chaoyang District, Beijing 100026, the People's Republic of China (“**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

As Ordinary Resolutions:

- 1 **THAT**, the equity transfer agreement dated 15 October 2009 (the “**Equity Transfer Agreement**”) and entered into between the Company and Beijing Youth Daily Agency (the “**Parent**”) in relation to the disposal of a 51% equity interest in Beijing China Open Promotion Company by the Company to the Parent (the “**Disposal**”), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Equity Transfer Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.
- 2 **THAT**, the annual caps for the three years ending 31 December 2012 for the transactions contemplated under the advertising business agreement dated 7 December 2004 (the “**Advertising Business Agreement**”) entered into between the Company and the Parent are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Advertising Business Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.

- 3 **THAT**, the printing framework agreement dated 15 October 2009 (the “**Printing Framework Agreement**”) and entered into between Beijing Youth Daily Logistics Co., Ltd (“**BYD Logistics**”) and the Parent, and the annual caps for the three years ending 31 December 2012 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Printing Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.
- 4 **THAT**, the advertising agreement dated 15 October 2009 and entered into between the Company and Beijing Beiqing Advertising Limited and the advertising agreement dated 15 October 2009 and entered into between the Company and Beijing Today Sunshine Advertising Co., Ltd (the “**Advertising Agreements**”), and the annual caps for the three years ending 31 December 2012 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Advertising Agreements and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.

On behalf of the Board
Zhang Yanping
Chairman

Beijing, the PRC, 30 October 2009

As at the date of this announcement, 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, Li Yigeng, 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 on the Company’s website at www.bjmedia.com.cn.

Notes:

1. Eligibility for Attending the EGM

Holders of H Shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at the close of business of Wednesday, 18 November 2009 shall be entitled to attend the EGM.

Holders of H Shares intending to attend and vote at the EGM shall lodge all the transfer documents for H Shares with the relevant share certificates to the H Share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on Tuesday, 17 November 2009.

2. Proxy

- (1) Shareholders entitled to attend and vote at the EGM may 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 shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the registered address of Company for holders of domestic shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares, no less than 24 hours before the time fixed for convening the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall 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 the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the EGM shall return to the Company the reply slip stating their attendance on or before Friday, 27 November 2009.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile.

4. Closure of Register of Members

The register of members of the Company will be closed from Wednesday, 18 November 2009 to Friday, 18 December 2009 (both dates inclusive), during which time no transfer of shares will be registered.

5. Method of Voting at the EGM

Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.

6. Miscellaneous

- (1) The EGM of the Company is expected to be held for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong is at Rooms 1806-1807, 18th Floor., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office and the contact details of the Company are:

Beijing Youth Daily Agency,
Building A, No. 23 Baijiazhuang Dongli,
Chaoyang District,
Beijing, 100026
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Tel: (+86) 10 6590 2630
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