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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(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Beijing Media Corporation Limited.



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)

PROPOSED CHANGES IN INTERNATIONAL AUDITORS

A notice convening the AGM to be held at 2:00 p.m. on Friday, 13 May 2011 at 21st Floor, Beijing Youth Daily Agency, Building A, No.23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 5 to 8 of this circular.

Whether or not you are able to attend the AGM, 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 the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H shares registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

28 March 2011

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DEFINITION

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

“AGM”	the annual general meeting of the Company to be convened at 2:00 p.m. on Friday, 13 May 2011 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC
“Board”	the board of Directors
“Company”	Beijing Media Corporation Limited (北青傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC and the H shares of which are listed and traded on the Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors 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 of Hong Kong Limited (as amended from time to time)
“MOF”	Ministry of Finance of the PRC
“PRC” or “Mainland”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“SHINEWING CPA”	SHINEWING CERTIFIED PUBLIC ACCOUNTANTS Co., Ltd. (信永中和會計師事務所有限責任公司)
“SHINEWING (HK)”	SHINEWING (HK) CPA Limited (信永中和(香港)會計師事務所有限公司)
“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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1000)

Executive Directors:

Zhang Yanping
Zhang Yabin
Sun Wei

Registered Office:

Building A, No.23 Baijiazhuang Dongli
Chaoyang District
Beijing 100026
PRC

Non-executive Director:

Liu Han
Xu Xun
Li Yigeng
Li Shiheng
Wu Peihua

Independent non-executive Directors:

Tsang Hing Lun
Wu Changqi
Liao Li

28 March 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGES IN INTERNATIONAL AUDITORS

I. INTRODUCTION

Reference is made to the announcements of the Company dated 18 March 2011 in relation to the proposed changes in international auditors of the Company.

LETTER FROM THE BOARD

II. PROPOSED CHANGES IN INTERNATIONAL AUDITORS

On 18 March 2011, the Board proposed to cease to re-appoint the international auditors of the Company, SHINEWING (HK), in light of the recent acceptance of Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange.

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” published by the Stock Exchange in December 2010, Mainland incorporated issuers listed in Hong Kong are allowed to prepare their financial statements using Mainland accounting standards, and Mainland audit firms approved by the MOF and CSRC are allowed to service these issuers using Mainland auditing standards.

SHINEWING CPA and SHINEWING (HK) are, respectively, the Mainland and international auditors of the Company. In order to improve the efficiency of and to reduce the cost of disclosure and the audit expenses, the Board proposes to, subject to the approval by the Shareholders at the AGM to be convened, cease to re-appoint its international auditors, SHINEWING (HK), whilst SHINEWING CPA will be the only auditor auditing the Company’s financial statements in accordance with China Accounting Standard for Business Enterprises and undertaking the role of international auditors in compliance with the Listing Rules including but not limited to the preliminary announcement on annual results, annual review of continuing connected transactions. SHINEWING CPA is a firm of practicing accountants which has been approved by the MOF and the CSRC and eligible to provide auditing services by using China Accounting Standards for Business Enterprises to the Mainland incorporated issuers for the financial year ended on or after 15 December 2010.

SHINEWING (HK) has confirmed that there were no matters regarding the proposed ceasing of re-appointment that need to be brought to the attention of the Shareholders. The Board is not aware of any matter regarding the proposed ceasing of re-appointment that needs to be brought to the attention of the Shareholders. The Board and the audit committee of the Company confirmed that there were no disagreement between the Company and SHINEWING (HK) regarding the proposed ceasing of re-appointment.

III. AGM

A notice convening the AGM is set out on pages 5 to 8 of this circular. The AGM will be held at 2:00 p.m. on Friday, 13 May 2011 at 21st Floor, Beijing Youth Daily Agency, Building A, No.23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC, at which resolutions will be proposed to approve, among other matters, the proposed changes in international auditors.

Votes on the resolutions to be considered at the AGM shall be taken by way of poll.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, 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 the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

IV. RECOMMENDATION

The Directors are of the view that the proposed changes in international auditors is in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to approve the proposed changes in international auditors to be proposed at the AGM.

By order of the Board
Beijing Media Corporation Limited
Zhang Yanping
Chairman

NOTICE OF THE AGM



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of the shareholders of Beijing Media Corporation Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 13 May 2011 at 21st Floor, Beijing Youth Daily Agency, Building A, No.23 Baijiazhuang Dongli, 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 an Ordinary Resolution

1. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2010.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2010.
3. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2010.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.50 per share (tax inclusive) in an aggregate amount of approximately RMB98,655,000 for the year ended 31 December 2010, and to authorise the board of directors of the Company to implement the aforesaid distribution.
5. To consider and, if thought fit, to approve the capital expenditure budget of the Company for the year of 2011.
6. To consider and, if thought fit, to approve to cease to re-appoint SHINEWING (HK) CPA Limited as the international auditors of the Company, to appoint ShineWing Certified Public Accountants Co., Ltd. as the auditors of the Company for the year 2011, auditing the Company's financial statements in accordance with China Accounting Standard for Business Enterprises and undertaking the role of international auditors in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and to authorise the audit committee of the board of directors of the Company, to determine its remuneration.

NOTICE OF THE AGM

7. To consider, if thought fit, to approve to pay each of the supervisors of the Company the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the chairman of the board of directors or any one executive director of the Company to execute a supplemental service contract or such other documents on behalf of the Company.

By Order of the Board
Beijing Media Corporation Limited
Zhang Yanping
Chairman

Beijing, 28 March 2011

As at the date of this notice, the board of directors of the Company comprises: the executive directors of the Company, Zhang Yanping, Zhang Yabin and Sun Wei, the non-executive directors of the Company, Liu Han, Xu Xun, Li Yigeng, Li Shiheng and Wu Peihua and the independent non-executive directors of the Company, Tsang Hing Lun, Wu Changqi and Liao Li.

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM

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, on Tuesday, 12 April 2011 shall be entitled to attend the AGM.

Holders of H Shares intending to attend and vote at the AGM to be held on Friday, 13 May 2011 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 4:30 p.m. on Monday, 11 April 2011.

2. RECOMMENDATION OF FINAL DIVIDEND, WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT LEGAL PERSONS

The board of directors of the Company has recommended a final dividend of RMB0.50 per share (tax inclusive) in an aggregate amount of RMB98,655,000 for the year ended 31 December 2010. If the above profit distribution proposal is approved by the shareholders in the AGM by way of Ordinary Resolution No. 4, the final dividend will be paid to the holders of H Shares and Domestic Shares whose names appear on the register of members of the Company on Tuesday, 12 April 2011.

According to the Law on Enterprise Income Tax of the PRC and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the 2010 final dividend to non-resident enterprise shareholders as appearing on the register of members for H Shares of the Company. Any H Shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

NOTICE OF THE AGM

3. PROXY

- (1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his/her 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 office 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 AGM 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.

4. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (1) A shareholder or his proxy shall produce his identification document when attending the AGM. 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 AGM shall return to the Company the reply slip stating their attendance on or before Friday, 22 April 2011.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the office of the Company or Computershare Hong Kong Investor Services Limited.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 12 April 2011 to Friday, 13 May 2011 (both dates inclusive), during which time no transfer of shares will be registered. In order to qualify for attending the AGM and voting in the AGM as well as qualifying for receiving the proposed final dividend for the year ended 31 December 2010, all transfer documents of the holders of H Shares of the Company must be lodged with the Company's H share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 11 April 2011.

6. METHOD OF VOTING AT THE AGM

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 AGM will demand a poll in relation to all the proposed resolutions at the AGM.

NOTICE OF THE AGM

7. MISCELLANEOUS

- (1) The AGM of the Company is expected to be held for less than half a day. Shareholders attending the AGM 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office and the contact details of the Company are:

Building A, No.23 Baijiazhuang Dongli,
Chaoyang District,
Beijing, 100026
PRC
Telephone: (+86) 10 6590 2630
Fax: (+86) 10 6590 2630