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## **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 AGM**

**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 Monday, 7 June 2010 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 A SPECIAL RESOLUTION**

1. To consider and, if thought fit, to approve the following amendment to the articles of association of the Company (the “**Articles of Association**”) and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the proposed amendment to the Articles of Association.

- a) the existing Articles 107 be amended as follows:

“The Company shall have one (1) president, three (3) executive vice presidents, a number of vice presidents and one (1) chief financial officer who shall be appointed or terminated by the board of directors. The president, executive vice presidents, the number of vice presidents and the chief financial officer shall serve for a term of three (3) years and may be re-appointed for consecutive terms if re-elected.”

### **AS ORDINARY RESOLUTIONS**

2. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2009.

3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2009.
4. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2009.
5. 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 RMB0.40 per share (before tax) in an aggregate amount of approximately RMB78,924,000 for the year ended 31 December 2009, and to authorise the board of directors of the Company to implement the aforesaid distribution.
6. To consider and, if thought fit, to approve the re-appointment of SHINEWING (HK) CPA Limited as the international auditors of the Company and the re-appointment of ShineWing Certified Public Accountants as the domestic auditors of the Company for the year 2010 and to authorise the audit committee of the board of directors of the Company, to determine their remuneration.
7. To consider and, if thought fit, to approve the capital expenditure budget of the Company for the year of 2010.
8. To consider and, if thought fit, to approve the supplemental agreement dated 9 April 2010 (the **“Supplemental Agreement”**) and entered into between the Company and Beijing Youth Daily Agency in relation to the changes of terms of the advertising business agreement dated 7 December 2004 entered into between the Company and Beijing Youth Daily Agency; and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the supplemental agreement and the transactions contemplated therein.
9. To consider and, if thought fit, to approve the appointment of Mr. Zhang Yanping as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
10. To consider and, if thought fit, to approve the appointment of Mr. Zhang Yabin as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
11. To consider and, if thought fit, to approve the appointment of Mr. Sun Wei as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
12. To consider and, if thought fit, to approve the appointment of Mr. Liu Han as a non– executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.

13. To consider and, if thought fit, to approve the appointment of Mr. Xu Xun as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
14. To consider and, if thought fit, to approve the appointment of Mr. Li Yigeng as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
15. To consider and, if thought fit, to approve the appointment of Mr. Li Shiheng as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
16. To consider and, if thought fit, to approve the appointment of Ms. Wu Peihua as a non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine her remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
17. To consider and, if thought fit, to approve the appointment of Mr. Tsang Hing Lun as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
18. To consider and, if thought fit, to approve the appointment of Mr. Wu Changqi as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
19. To consider and, if thought fit, to approve the appointment of Mr. Liao Li as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.

20. To consider and, if thought fit, to approve the appointment of Mr. Tian Kewu as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
21. To consider and, if thought fit, to approve the appointment of Mr. He Daguang as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
22. To consider and, if thought fit, to approve the appointment of Mr. Zhou Fumin as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
23. To consider and, if thought fit, to approve the appointment of Ms. Yan Mengmeng as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
24. To consider and, if thought fit, to approve the appointment of Mr. Zhang Chuanshui as a supervisor of the Company without receiving remuneration from the Company, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.

On behalf of the Board  
**Beijing Media Corporation Limited**  
**Zhang Yanping**  
*Chairman*

Beijing, 19 April 2010

*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](http://www.bjmedia.com.cn).*

*Notes:*

## **1. ELIGIBILITY FOR ATTENDING THE AGM**

Holders of H shares whose names appear on the register of members 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 Saturday, 8 May 2010 shall be entitled to attend the AGM.

Shareholders intending to attend and vote at the AGM to be held on Monday, 7 June 2010 shall lodge all the transfer documents for H shares with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on Friday, 7 May 2010.

## **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 RMB0.40 per share (before tax), in an aggregate amount of approximately RMB78,924,000 for the year ended 31 December 2009. If the above profit distribution proposal is approved by the shareholders of the Company at the AGM by way of ordinary resolution No.5, the final dividend will be paid to the holders of H shares whose name appear on the register of the members for H shares of the Company on Saturday, 8 May 2010.

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 2009 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 the 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.

## **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 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 authorised 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 authorised attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorisation of such attorney shall be notarised.
- (3) To be valid, the notarized power of attorney or other documents of authorization, and the form of proxy shall be delivered to (i) the registered address of the Company for holders of domestic shares and unlisted foreign shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for the 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. A shareholder may return the above reply slip to the Company in person, by post or by facsimile.

#### **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 authorised 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 Tuesday, 18 May 2010.
- (3) A shareholders may return the above reply slip to the Company in person, by post or by facsimile.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Saturday, 8 May 2010 to Monday, 7 June 2010 (both days inclusive), during which time no transfer of shares will be registered. In order to qualify for attending the AGM and voting in the meeting as well as qualify for receiving dividend payment, all transfer documents of the holders of H shares of the Company must be lodged at our H shares Registrar at 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 Friday, 7 May 2010.

#### **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.

#### **7. MISCELLANEOUS**

- (1) The AGM 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 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 principal place of business of the Company are:

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