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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 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).

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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)**

**PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENT TO THE RULES OF PROCEDURES OF THE BOARD  
PROPOSED APPOINTMENT OF THE DIRECTORS  
PROPOSED APPOINTMENT OF THE SUPERVISOR  
PROPOSED RE-ELECTION OF DIRECTORS AND SHAREHOLDER  
REPRESENTATIVE SUPERVISORS  
AND  
NOTICE OF AGM**

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A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the AGM to be held at 2:00 p.m. on Wednesday, 15 May 2013 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 25 to 31 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.

27 March 2013

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## DEFINITIONS

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*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 Wednesday, 15 May 2013 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed under the Listing Rules
“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 whose H shares are listed and traded on the Hong Kong Stock Exchange
“controlling shareholder”	has the meaning ascribed under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	21 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“Parent” or “BYDA”	Beijing Youth Daily Agency (北京青年報社), a wholly state-owned enterprise incorporated under the laws of the PRC and the controlling shareholder of the Company
“Parent Group”	the Parent and its subsidiaries (excluding the Group)

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## DEFINITIONS

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“PRC”	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
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Zhang Yanping  
Yu Haibo  
Sun Wei  
He Xiaona

*Registered Office:*

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

*Non-executive Directors:*

Li Shiheng  
Liu Han  
Wu Peihua  
Li Xiaobing  
Xu Xun  
Li Yigeng

*Independent non-executive Directors:*

Tsang Hing Lun  
Wu Changqi  
Liao Li  
Cui Baoguo  
Song Jianwu

27 March 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENT TO THE RULES OF PROCEDURES OF THE BOARD  
PROPOSED APPOINTMENT OF THE DIRECTORS  
PROPOSED APPOINTMENT OF THE SUPERVISOR  
PROPOSED RE-ELECTION OF DIRECTORS AND SHAREHOLDER  
REPRESENTATIVE SUPERVISORS  
AND  
NOTICE OF AGM**

#### **I. INTRODUCTION**

The purpose of this circular is to provide you with all the information regarding (i) the proposed amendment to the Articles of Association, (ii) the proposed amendment to the rules of procedures of the Board, (iii) the proposed appointment of the Directors, (iv) the

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## LETTER FROM THE BOARD

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proposed appointment of the Supervisor, and (v) the proposed re-election of Directors and shareholder representative Supervisors to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

Reference is made to the announcements of the Company dated 15 March 2013.

### **II. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

On 15 March 2013, the Board proposed to make certain amendment to the Articles of Association to reflect the requirement of the Company Law of PRC in respect of the minimum number of the employee representative supervisors under the Supervisory Committee. The proposed amendment to the Articles of Association is subject to the approval by the Shareholders by way of special resolution at the AGM.

#### **The Board proposed to amend the Articles of Association as follows:**

Article 114 of the Articles of Association, which reads:

“The supervisory committee shall comprise one shareholder representative and one employee representative. The shareholder representative shall be elected and dismissed at general meetings, and employee representative shall be elected and dismissed democratically by the employees of the Company.

If necessary, the supervisory committee shall set an office for handling the daily affairs of the supervisory committee.”

is proposed to be amended as follows:

“The supervisory committee shall comprise at least one shareholder representative and employee representatives representing no less than one third of the supervisory committee. The shareholder representative shall be elected and dismissed at general meetings, and employee representative shall be elected and dismissed democratically by the employees of the Company.

If necessary, the supervisory committee shall set an office for handling the daily affairs of the supervisory committee.”

### **III. PROPOSED AMENDMENT TO THE RULES OF PROCEDURES OF THE BOARD**

The Board proposed to amend the rules of procedures of the Board on 15 March 2013, pursuant to which, one of the Directors’ qualifications, which requires Directors no elder than 65, was proposed to be deleted.

### **IV. PROPOSED APPOINTMENT OF THE DIRECTORS**

Mr. Tsang Hing Lun, Mr. Wu Changqi and Mr. Liao Li, the current independent non-executive Directors of the Fourth Session of the Board, will retire from their current positions as the independent non-executive Directors from the date of the AGM, and all of

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## LETTER FROM THE BOARD

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them will have served as the independent non-executive Directors for nine years as at the date of AGM. To ensure the independence of the independent non-executive Directors, on 15 March 2013, the Board nominated and proposed the appointment of Mr. Wu Tak Lung (the “Mr. Wu”), Mr. Cui Enqing (the “Mr. Cui”) and Mr. Chen Ji (the “Mr. Chen”), as the independent non-executive Directors of the Fifth Session of the Board. The proposed appointment of Mr. Wu, Mr. Cui and Mr. Chen are subject to the approval by the Shareholders by way of ordinary resolutions at the AGM.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Tsang Hing Lun, Mr. Wu Changqi and Mr. Liao Li for their valuable contribution to the Company during their term of service.

Biographical details of the Directors proposed to be appointed are set out in the Appendix to this circular.

### **V. PROPOSED APPOINTMENT OF THE SUPERVISOR**

On 15 March 2013, the Supervisory Committee nominated and proposed the appointment of Mr. Zhao Meng as the shareholder representative Supervisor of the Fifth Session of the Supervisory Committee. The proposed appointment of Mr. Zhao is subject to the approval by the Shareholders by way of ordinary resolution at the AGM.

Biographical details of the Supervisor proposed to be appointed are set out in the Appendix to this circular.

### **VI. RE-ELECTION OF DIRECTORS**

As the term of office of the current session of the Board will expire at the conclusion of the AGM, the Board proposes to re-elect all the existing executive Directors, non-executive Directors and independent non-executive Directors (excluding Mr. Tsang Hing Lun, Mr. Wu Changqi and Mr. Liao Li) as the executive Directors, non-executive Directors and independent non-executive Directors of the Fifth Session of the Board. The resolutions in relation to the proposed re-election of Directors will be put forward at the AGM as ordinary resolutions.

The term of office of the Directors of the Fifth Session of the Board will last for three years commencing from the date of the AGM to the date of the annual general meeting to be convened in 2016. Upon the proposed re-election of Directors being approved by the Shareholders, the Company will enter into service contracts with such Directors. Their remuneration as Directors will be determined by the remuneration committee of the Board according to the authorization at the AGM.

Biographical details of the Directors proposed to be re-elected are set out in the Appendix to this circular.

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## LETTER FROM THE BOARD

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### VII. RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

As the term of office of the current session of the Supervisory Committee will expire at the conclusion of the AGM, the Supervisory Committee proposes to re-elect the existing shareholder representative Supervisors, Mr. Tian Kewu and Mr. Zhang Chuanshui as the shareholder representative Supervisors of the Fifth Session of the Supervisory Committee. Mr. He Daguang and Mr. Zhou Fumin, as the existing shareholder representative Supervisors, will retire from their current positions as the Supervisors from the date of the AGM. The resolutions in relation to the proposed re-election of shareholder representative Supervisors will be put forward at the AGM as ordinary resolutions.

According to the Articles of Association, Ms. Yan Mengmeng and Ms. Ma Chundan were democratically and respectively re-elected and elected as the employee representative Supervisors of the Fifth Session of the Supervisory Committee by the meeting of the employee representatives of the Company on 15 March 2013. However, the appointment of the employee representative Supervisors shall be effective from the date of the AGM.

The term of office of the Supervisors of the Fifth Session of the Supervisory Committee will last for three years commencing from the date of the AGM to the date of the annual general meeting to be convened in 2016. Upon the re-election of the proposed shareholder representative Supervisors being approved by the Shareholders, the Company will enter into service contracts with the Supervisors. Their remuneration as Supervisors will be determined by the Shareholders at the AGM.

Biographical details of the shareholder representative Supervisors proposed to be re-elected and the employee representative Supervisors are set out in the Appendix to this circular.

### VIII. AGM

A notice convening the AGM is set out on pages 25 to 31 of this circular. The AGM will be held at 2:00 p.m. on Wednesday, 15 May 2013 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, (i) the proposed amendments to the Articles of Association, (ii) the proposed amendment to the rules of procedures of the Board, (iii) the proposed appointment of the Directors, (iv) the proposed appointment of the Supervisor, and (v) the proposed re-election of Directors and shareholder representative Supervisors.

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 in person at the AGM or any adjournment thereof should you so wish.



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## LETTER FROM THE BOARD

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### IX. RECOMMENDATION

The Directors believe that the resolutions in respect of (i) the proposed amendment to the Articles of Association, (ii) the proposed amendment to the rules of procedures of the Board, (iii) the proposed appointment of the Directors, (iv) the proposed appointment of the Supervisor, and (v) the proposed re-election of Directors and shareholder representative Supervisors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the resolutions at the AGM.

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

*Biographical details of the Directors and Supervisors are set out below:*

**DIRECTORS PROPOSED TO BE APPOINTED****Mr. Wu Tak Lung (吳德龍)**

Mr. Wu Tak Lung, aged 47, currently is a director and general manager of ABC International Investment Management Co., Ltd. (農銀國際投資管理有限公司). Mr. Wu is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of Hong Kong Securities Institute, the Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong and the Hong Kong Institute of Chartered Secretaries. Mr. Wu was awarded the bachelor degree of Accounting by the Hong Kong Baptist University and the master degree of Finance jointly by the University of Manchester and the University of Wales. Mr. Wu had worked in an international accounting firm Deloitte Touche Tohmatsu for five years, and was then employed by several listed and private companies in Hong Kong as head of corporate finance and/or executive director. Mr. Wu currently served as an independent non-executive director of Aupu Group Holding Company, a company listed on the Hong Kong Stock Exchange, and Valuetronics Holdings Limited, a company listed on Singapore Stock Exchange and First Tractor Company Limited, a company listed on both the Hong Kong Stock Exchange and Shanghai Stock Exchange. Mr. Wu once served as the independent non-executive director of China Water Industry Group Limited, Neo-Neon Holdings Limited, Apollo Solar Energy Limited (formerly known as “RBI Holdings Limited”), iMerchants Limited and Finet Group Limited, all of which are companies listed on Hong Kong Stock Exchange. Mr. Wu currently is the member of the committee of Jiangsu Provincial People’s Political Consultative Conference, the member of the Consultation Committee of Hong Kong Baptist University, the honorary chairman of the North Kwai Chung Scout, the chairman of the Hong Kong-Shaanxi Youth Association and the standing director of Zhaoqing and Shaoguan Youth Association.

Mr. Wu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. In the last three years, Mr. Wu did not hold any other positions in the Company or any of its subsidiaries, or, save as disclosed above, any directorships in other listed companies.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the appointment of Mr. Wu that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Upon the appointment of Mr. Wu as an independent non-executive director of the Company being approved by the Shareholders, the Company will enter into a service contract with him. The term of office of Mr. Wu as an independent non-executive director of the Company will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the Fifth Session of the Board. Pursuant to the Articles of Association, Mr. Wu will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Wu's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

**Mr. Cui Enqing (崔恩卿)**

Mr. Cui Enqing, aged 69, is a senior economist. Mr. Cui graduated from the School of Economics in Peking University (one-year advanced course) in 1975 and graduated from Training School of Beijing Communist Party Committee with a college degree of Economics and Management in 1991. Mr. Cui had worked in Communist Party Committee of Shijing Shan District in Beijing and had served as the deputy office head of district committee and the secretary of the youth league district committee, during 1965 to 1983. From 1983 to 1996, Mr. Cui served as the president of Beijing Youth Daily Agency for 13 years, and also served as deputy chairman and the manager of its operation and management committee of China Youth Newspaper Association (中國青年報刊協會). Mr. Cui also served as a part-time professor of school of journalism and communication of Renmin University of China. From 1998 to 2004, Mr. Cui served as the deputy secretary of Party Committee of Beijing Literary Federation (北京市文聯) and the standing deputy chairman and general secretary of Beijing Lao She Arts Foundation (北京老舍文藝基金會). In 2000, Mr. Cui established Beijing Star Daily (北京娛樂信報) and served as the president until 2004.

Mr. Cui does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Cui did not hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the appointment of Mr. Cui that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Upon the appointment of Mr. Cui as an independent non-executive director of the Company being approved by the Shareholders, the Company will enter into a service contract with him. The term of office of Mr. Cui as an independent non-executive director of the Company will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the Fifth Session of the Board. Pursuant to the Articles of Association, Mr. Cui will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Cui's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

**Mr. Chen Ji (陳冀)**

Mr. Chen Ji, aged 61, graduated from Beijing Normal University majoring in Chinese Language in 1976 and graduated from Beijing Administrative College with a postgraduate degree of economics and management in 1999. Mr. Chen, having over 40 years work experiences, is a senior economist. From March 1981 to 1983, Mr. Chen successively served as a reporter, head of school team, and director of supplement department of Beijing Youth Daily Agency. Mr. Chen served as the deputy chief editor of Beijing Youth Daily Agency editor in 1983 and served as the chief editor of Beijing Youth Daily Agency in 1988. Mr. Chen had served as the deputy general manager of Beijing North Star Industrial Group Company (北京北辰實業集團公司) and held a concurrent position as the general legal counsel later since 1995. Since 1997, he served as the deputy general manager (July 1997-June 2000) and executive director (July 1997-June 2000, June 2005-31 May 2012) of Beijing North Star Company Limited (a company listed on Hong Kong Stock Exchange and Shanghai Stock Exchange).

Mr. Chen does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. In the last three years, Mr. Chen did not hold any other positions in the Company or any of its subsidiaries, or, save as disclosed above, any directorships in other listed companies.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the appointment of Mr. Chen that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Upon the appointment of Mr. Chen as an independent non-executive director of the Company being approved by the Shareholders, the Company will enter into a service contract with him. The term of office of Mr. Chen as an independent non-executive director of the Company will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the Fifth Session of the Board. Pursuant to the Articles of Association, Mr. Chen will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Chen's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

**EXECUTIVE DIRECTORS PROPOSED TO BE RE-ELECTED****Mr. Zhang Yanping (張延平)**

Mr. Zhang Yanping, 55, is the chairman and an executive Director. Mr. Zhang is currently the president of the BYDA. He graduated in 1988 from the Renmin University of China with a bachelor's degree in journalism and achieved an MBA degree from the School

of Economics and Management of Tsinghua University in 2006. Mr. Zhang performed his military service with Division No. 4 of Beijing Garrison Command from December 1976 to June 1980. He then joined Beijing People's Radio as a trainee from June 1980 to April 1981. Mr. Zhang joined BYDA in November 1981 and has gained nearly 32 years of experience in the media business and has acted in a number of positions such as a reporter, director, editing committee member, deputy chief editor, executive deputy chief editor and chief editor of BYDA. Mr. Zhang became a member of Beijing Municipal Committee of the CPPCC since 21 January 2013. Mr. Zhang was appointed as a Director on 16 May 2001.

Save as disclosed above, Mr. Zhang has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Zhang has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as an executive Director, Mr. Zhang will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Zhang will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Zhang's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Zhang's re-election as an executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Yu Haibo (余海波)**

Mr. Yu Haibo, 40, is the executive Director and the vice chairman of the Board. Mr. Yu obtained his bachelor's degree and master's degree of journalism from Renmin University of China in July 1993 and June 1996, respectively. Since 1 December 2009, Mr. Yu had been granted the technical position of news senior editor. From July 1996 to June 2000, Mr. Yu had served as an editor of the General Editorial Department of Guangming Daily Agency and had been appointed as the chief editor of the second session of Guangming Daily Agency from June 2000 to September 2006. From September 2006 to May 2009, Mr. Yu had served as the chief editor of the News Planning Department of Guangming Daily Agency. Mr. Yu had served as the Deputy Director of the News Planning Department of Guangming Daily Agency from May 2009 to January 2010 and from January 2011 to August 2011, and had served in the News Coordination Group of Central Propaganda Department of PRC from

January 2010 to January 2011. From August 2011 to June 2012, Mr. Yu had served as the Vice General Editor of Beijing Daily Group. Since June 2012, Mr. Yu has served as the Deputy Secretary of Party Committee and the General Editor of BYDA. Mr. Yu was appointed as a Director on 21 December 2012.

Save as disclosed above, Mr. Yu has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Yu has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Yu does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as an executive Director, Mr. Yu will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Yu will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Yu's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Yu's re-election as an executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Sun Wei (孫偉)**

Mr. Sun Wei, 59, is the president and an executive Director. Mr. Sun graduated in 1994 from the Party School of the Central Committee of C.P.C. in economics and administration and studied in a course leading to a postgraduate degree in journalism in Renmin University of China from 1996 to 1998. Mr. Sun joined BYDA 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 BYDA. Mr. Sun is currently the vice president of Beijing Youth Fictionist Association and the committee member of China Association for International Friendly Contact. Mr. Sun was appointed as a Director on 23 August 2004.

Save as disclosed above, Mr. Sun has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Sun has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Sun does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as an executive Director, Mr. Sun will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Sun will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Sun's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Sun's re-election as an executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Ms. He Xiaona (何筱娜)**

Ms. He Xiaona, 50, is the executive vice president and executive Director. Ms. He graduated from Tsinghua University majoring in publishing in 2003. Joining BYDA in 1988, Ms. He has once served as a departmental chief, an assistant to the president and the vice president of BYDA. Ms. He was appointed as a Director on 15 May 2012.

Save as disclosed above, Ms. He has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Ms. He has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Ms. He does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as an executive Director, Ms. He will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Ms. He will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Ms. He's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.



Save as disclosed above, the Board is not aware of any other matters in relation to Ms. He's re-election as an executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **NON-EXECUTIVE DIRECTORS PROPOSED TO BE RE-ELECTED**

##### **Mr. Li Shiheng (李世恆)**

Mr. Li Shiheng, 53, is a vice chairman and non-executive Director. Mr. Li currently serves as the deputy secretary to the Party Committee and secretary to the Disciplinary Inspection Commission of BYDA. Mr. Li graduated from the Party School of the Central Committee of C.P.C. in 1997, majoring in politics and law. Mr. Li obtained his EMBA degree from Guanghua School of Management, Peking University in July 2007. Mr. Li served as the officer and deputy secretary of the member committee of the education department of Fengtai District of Beijing City from 1986 to 1990. From 1990 to 1993, Mr. Li served as the youth director and deputy secretary of Fengtai Communist Youth League of Beijing. From 1993 to 1998, Mr. Li served as the deputy director of city department and director of middle school department of China Communist Youth League Beijing Committee. Mr. Li has been serving as the deputy secretary to the Party Committee, secretary to the Disciplinary Inspection Commission and executive deputy president and director of operational management committee of BYDA since 1998. Mr. Li was appointed as a non-executive Director of the Company on 7 June 2010.

Save as disclosed above, Mr. Li has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Li has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a non-executive Director, Mr. Li will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Li will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Li's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.



Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Li's re-election as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Liu Han (劉涵)**

Mr. Liu Han, 54, is a non-executive Director. Mr. Liu is currently a member of the Party Committee of BYDA. He graduated in 1982 from Capital Normal Academy in Chinese literature and was awarded an EMBA degree in 2004 by China Europe International Business School. Mr. Liu became a teacher at Fengtai district, Beijing from September 1982 to December 1985. Mr. Liu served as an officer of Beijing Fengtai Bureau of Education from December 1985 to June 1986. In July 1986, Mr. Liu joined BYDA as reporter, and subsequently, director of the editorial department, also serving as the editor-in-chief, assistant to the president and the vice president of Middle School Times. Mr. Liu was appointed as a Director on 16 May 2001.

Save as disclosed above, Mr. Liu has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Liu has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a non-executive Director, Mr. Liu will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Liu will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Liu's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Liu's re-election as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Wu Peihua (吳佩華)**

Ms. Wu Peihua, 52, is a non-executive director and is a member of the Party Committee of BYDA and the president of Legal Evening Post Agency. Ms. Wu graduated from Department of Chinese Language and Literature of Peking University majoring in

journalism and obtained a bachelor's degree in literature in 1982. Ms. Wu obtained a master's degree in education from Tokyo Gakugei University in 1994. Ms. Wu joined BYDA since 1982, serving as a reporter, editor, director, deputy chief editor and executive deputy chief editor. Ms. Wu has also served as the president of Legal Evening Post Agency since 2005. Ms. Wu was appointed as a non-executive Director of the Company on 7 June 2010.

Save as disclosed above, Ms. Wu has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Ms. Wu has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Ms. Wu does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a non-executive Director, Ms. Wu will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Ms. Wu will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Ms. Wu's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Ms. Wu's re-election as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Li Xiaobing (李小兵)**

Mr. Li Xiaobing, 43, is a non-executive Director. Mr. Li obtained an Executive Master degree of Business Administration from Tsinghua University in 2007. Mr. Li has served as a standing vice president of BYDA since December 2011. From 1996 to 2003, Mr. Li served as a vice secretary and a secretary to Commission of Communist Youth League in Daxing District Beijing. From August to December in 2003, Mr. Li served as a vice secretary to Publicity Department of Daxing District Committee in Beijing of Communist Party of China (中國共產黨北京大興區委宣傳部). From January to August in 2004, Mr. Li served as a director of Volunteer Service Instructing Center of the Communist Youth League Beijing Municipal Committee (共青團北京市志願服務指導中心). Since September 2004, Mr. Li has served as a vice president of BYDA. Mr. Li was appointed as a Director on 15 May 2012.

Save as disclosed above, Mr. Li has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Li has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a non-executive Director, Mr. Li will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Li will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Li's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Li's re-election as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Xu Xun (徐迅)**

Mr. Xu Xun, 57, is a non-executive Director. Mr. Xu graduated in 1998 from the Postgraduate School of the Chinese Academy of Social Sciences with a master's degree in finance. Mr. Xu served as an editor and reporter of Capital Economic Information Daily from 1990 to 1993. He was the general manager of Beijing Hua Ren Advertising Company Limited in 1993. Mr. Xu acted as the deputy general manager of Chinese Securities Daily from November 1994 to February 2000. Thereafter, Mr. Xu worked in Beijing Zhijin Science and Technology Investment Co., Ltd. as the deputy general manager from March 2000 to March 2002. Mr. Xu worked with Beijing Management Department of Yongjin Group as head from March 2002 to 2006, and is now the vice president of Yongjin Group and the general manager of Beijing Zhijin Science and Technology Investment Co., Ltd.. Mr. Xu was appointed as the director of Qianjin Pharmaceuticals Company Limited (Stock Code: 600479), a listed company of A shares in August 2010, and as the director of Sinolink Securities Co., Ltd. (Stock Code: 600109), a listed company of A Shares in November 2011. Mr. Xu was appointed as a Director of the Company on 16 May 2001.

Save as disclosed above, Mr. Xu has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Xu has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Xu does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a non-executive Director, Mr. Xu will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Xu will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Xu's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Xu's re-election as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Li Yigeng (李義庚)**

Mr. Li Yigeng, 50, is a non-executive Director. Mr. Li graduated from Foreign Languages School of East China Normal University in 1988. Mr. Li also obtained his MBA degree from Rutgers, the State University of New Jersey in 1999. Mr. Li served as translator at Diplomatic Services Bureau of Ministry of Foreign Affairs of the People's Republic of China from 1988 to 1994 and also worked for Claydon Gescher Associates, a company engaged in consulting services for the sectors of media and telecommunication from 1994 to 1999. During the period from 2000 to 2008, Mr. Li served as the vice president of Greater China Region of MIH Holdings Limited and was responsible for the business development in China. Mr. Li spent two years serving at the headquarters of MIH Group in South Africa from 2000 to 2001, subsequently, Mr. Li served at China representative office of MIH Group and took the charge of the premium TV and print media operations from 2002 to 2008. Mr. Li has served as the president of Greater China Region of MIH Print Media Holdings Limited since 2008. Mr. Li was appointed as a non-executive Director of the Company on 16 June 2009.

Save as disclosed above, Mr. Li has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Li has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a non-executive Director, Mr. Li will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Li will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Li's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Li's re-election as a non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS PROPOSED TO BE RE-ELECTED**

##### **Mr. Cui Baoguo (崔保國)**

Mr. Cui Baoguo, 50, is an independent non-executive Director. Mr. Cui obtained a bachelor's degree of Art from Nanjing Normal University (南京師範大學) in 1984 and a master's degree of Art in 1993, a master's degree of Information Science in 1995 and a doctor's degree of Information Science in 1998 from Tohoku University, Japan (日本東北大學). From 1997 to 2000, Mr. Cui had served as an associate professor and an associate dean of School of Journalism and Communication in Nanjing Normal University and a vice director of News Talent Training Center of Jiangsu Province (江蘇省新聞人才培訓中心). Mr. Cui joined Tsinghua University in 2000 and has served as a professor in School of Journalism and Communication of Tsinghua University since 2001. Mr. Cui has served as a vice secretary of the Party Committee in School of Journalism and Communication of Tsinghua University from 2002 to 2006, as a director of Media Marketing and Management Research Center (媒介經營與管理研究中心) of Tsinghua University since 2003 and as a director of Tsinghua-Nikkei Institute of Media Studies (清華大學日經傳媒研究所) since 2006. Mr. Cui currently serves as a vice dean, a professor and a PhD supervisor of School of Journalism and Communication of Tsinghua University, as a director of Media Economy and Management Research Center (傳媒經濟與管理研究中心) of Tsinghua University and as a director of Tsinghua-Nikkei Institute of Media Studies. Mr. Cui also serves as a vice president of the council of Chinese Association of Communication (中國傳播學會) and as a vice president of Association of Science and Technology Broadcast (科技傳播研究會) under Chinese Society for Science and Technology Journalism (中國科技新聞學會). Mr. Cui was appointed as a Director on 15 May 2012.

Save as disclosed above, Mr. Cui has not held any directorship in any listed companies in the past 3 years.

Mr. Cui has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Cui does not have any interest in the shares of the Company within the meaning of Part XV of SFO

Upon due re-election as an independent non-executive Director, Mr. Cui will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Cui will be subject to retirement by rotation and reelection upon the expiry of his term of office.

Mr. Cui's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Cui's re-election as an independent non-executive director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Song Jianwu (宋建武)**

Mr. Song Jianwu, 49, is an independent non-executive Director. Mr. Song graduated from the School of Journalism of Renmin University of China (中國人民大學) in 1984 and obtained a doctor's degree in 2005. Mr. Song currently serves as a professor, a PhD supervisor and a dean of the School of Journalism and Communication in the China University of Political Science and Law. Mr. Song has also served as a chief editor of Cultural Industry Guide (《文化產業導刊》) magazine since 2010, as an independent director of Zhejiang Daily Media Group Co., Ltd. (浙報傳媒集團股份有限公司) and Hunan Happigo Co. Ltd. (湖南快樂購物股份有限公司), respectively, since 2011, and as an independent director of Xiao Hong Mao Corporations (小紅帽發行股份有限公司) since 2004, and as a consultant in several newspaper groups. Mr. Song was appointed as a Director on 15 May 2012.

Save as disclosed above, Mr. Song has not held any directorship in any listed companies in the past 3 years.

Mr. Song has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Song does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as an independent non-executive Director, Mr. Song will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Song will be subject to retirement by rotation and reelection upon the expiry of his term of office.



Mr. Song's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Song's re-election as an independent non-executive director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **SHAREHOLDER REPRESENTATIVE SUPERVISORS PROPOSED TO BE APPOINTED**

##### **Mr. Zhao Meng (趙猛)**

Mr. Zhao Meng (趙猛), aged 38, is currently the deputy manager of the department of enterprise development of China Satellite Communications Co. Ltd.. Mr. Zhao graduated from Shandong University with a bachelor degree of Electronics Engineering in 1998 and graduated from University of International Business and Economics with a master degree of Business Administration in 2006. From 1998 to 1999, Mr. Zhao served as the project manager of ShanDong Post And Telecom Engineering Co. Ltd.. From 1999 to 2004, Mr. Zhao served as the project manager of Shandong Mobile Communication Engineering Department (山東移動通信工程處). From 2006 to 2007, Mr. Zhao served as the strategy and planning manager of the department of enterprise development of China Satellite Communication Co. Ltd.. Since 2008, Mr. Zhao had served as the head of the department of strategy development of China Direct Broadcast Satellite Co., Ltd.. From March 2009 to now, Mr. Zhao has served as the deputy manager of the department of enterprise development of China Satellite Communications Co. Ltd..

Mr. Zhao does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Zhao did not hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the appointment of Mr. Zhao that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Upon the appointment of Mr. Zhao as a shareholder representative Supervisor being approved by the Shareholders, the Company will enter into a service contract with him. The term of office of Mr. Zhao as a Supervisor will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the Fifth Session of the Supervisory Committee. Pursuant to the Articles of Association, Mr. Zhao will be subject to retirement by rotation and re-election upon the expiry of his term of office.

Mr. Zhao's remuneration package as a Supervisor will be determined by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

#### **SHAREHOLDER REPRESENTATIVE SUPERVISORS PROPOSED TO BE RE-ELECTED**

##### **Mr. Tian Kewu (田科武)**

Mr. Tian Kewu, 43, is the chairman of the Supervisory Committee. He is currently a member of the Party Committee and executive deputy chief editor of BYDA. He graduated from China Youth Political Academy in 1991 with bachelor's degree in Laws, and was awarded a master's degree in law in 2003 from Peking University after three years' research. In July 1991, Mr. Tian joined China Communist Youth League Beijing Committee, and served as an officer, administration officer, deputy director and director of the research office and was promoted to the head of the Propaganda Department of the China Communist Youth League Beijing Committee since May 2001. Mr. Tian has been the executive deputy chief editor of BYDA since June 2005.

Save as disclosed above, Mr. Tian has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Tian has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Tian does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a Supervisor, Mr. Tian will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Tian will be subject to retirement by rotation and re-election upon the expiry of his term of office. Mr. Tian's remuneration as a Supervisor will be determined by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Company is not aware of any other matters in relation to Mr. Tian's re-election as a Supervisor that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

##### **Mr. Zhang Chuanshui (張傳水)**

Mr. Zhang Chuanshui, 61, Mr. Zhang worked at No. 6 sub-factory in Li Ming Farm at Yunnan Province from May 1969 to October 1978. Mr. Zhang worked at the engineering team of Beijing Measuring Instruments Limited from November 1978 to 1985. From 1986 to April 1993, Mr. Zhang served as the chief of finance of Beijing Hardware Tools Research



Center. From May 1993 to September 2006, Mr. Zhang served as the deputy manager in the planning and finance department of Beijing Economic-Technological Investment & Development Corporation. Mr. Zhang is now retired.

Save as disclosed above, Mr. Zhang has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, Mr. Zhang has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Upon due re-election as a Supervisor, Mr. Zhang will enter into a service contract with the Company for a term commencing from the date of appointment and ending on the date of the annual general meeting to be convened in 2016. Pursuant to the Articles of Association, Mr. Zhang will be subject to retirement by rotation and re-election upon the expiry of his term of office. Mr. Zhang's remuneration as Supervisor will be determined by the Shareholders at the AGM by taking into account, among other matters, his terms of reference, his duties and responsibilities in the Company.

Save as disclosed above, the Company is not aware of any other matters in relation to Mr. Zhang's re-election as a Supervisor that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## **EMPLOYEE REPRESENTATIVE SUPERVISORS**

### **Ms. Yan Mengmeng (嚴夢夢)**

Ms. Yan Mengmeng, 49, is a director of the laser phototypesetting centre of the Company. Ms. Yan was awarded a postgraduate certificate in business management from the Capital University of Economics and Business. From June 1983 to June 1991, Ms. Yan worked as a secretary of the Office of the China Electronic Press Association and became a secretary of the Office of the Exhibition and Design Association under the China Electronic Press Association. Starting from June 1991, Ms. Yan joined BYDA as a coordinator of the laser phototypesetting office and was promoted to deputy director and then director of the laser phototypesetting office of BYDA in June 1992 and March 1993 respectively. Ms. Yan was transferred from BYDA to the Company as the head of laser phototypesetting centre in May 2001.

Save as disclosed above, Ms. Yan has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company, or does Ms. Yan not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Ms. Yan has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, the Company is not aware of any other matters in relation to Ms. Yan's re-election as a Supervisor that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Upon the re-election as a Supervisor, Ms. Yan will enter into a service contract with the Company for a term commencing from the date of the AGM until the expiry of the term of office of the Fifth Session of the Supervisory Committee. Pursuant to the Articles of Association, Ms. Yan will be subject to retirement by rotation and re-election upon the expiry of her term of office. Ms. Yan's remuneration as a Supervisor will be determined by the Shareholders at the AGM by taking into account, among other matters, her terms of reference, her duties and responsibilities in the Company.

**Ms. Ma Chundan (馬春丹)**

Ms. Ma Chundan (馬春丹), aged 41, is the manager of the internal audit department of the Company and the deputy chairman of the Labor Union of the Company. Ms. Ma graduated from Liaoning Normal University with a postgraduate diploma majoring in law. She has obtained an accountant title and qualification certificates of certified public accountant of the PRC and certified internal auditor. She successively served in Bureau of Sports of Jinzhou City, Liaoning Province, Hengda Certified Public Accountant Limited Company, Jingdu Tax Agent Co., Ltd. and etc.. Ms. Ma joined the Company in 2006, and has served as the manager of the internal audit department of the Company since May 2007.

Save as disclosed above, Ms. Ma has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company, or does Ms. Ma not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Ms. Ma has not held any directorship in any listed companies in the past 3 years.

Save as disclosed above, the Company is not aware of any other matters in relation to Ms. Ma's election as a Supervisor that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Upon the election as a Supervisor, Ms. Ma will enter into a service contract with the Company for a term commencing from the date of the AGM until the expiry of the term of office of the Fifth Session of the Supervisory Committee. Pursuant to the Articles of Association, Ms. Ma will be subject to retirement by rotation and re-election upon the expiry of her term of office. Ms. Ma's remuneration as a Supervisor will be determined by the Shareholders at the AGM by taking into account, among other matters, her terms of reference, her duties and responsibilities in the Company.

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## NOTICE OF THE AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Beijing Media Corporation Limited will be held at 2:00 p.m. on Wednesday, 15 May 2013 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the People's Republic of China (the “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 amendment to the articles of association (the “**Articles of Association**”) of the Company as follows:

**Article 114 of the Articles of Association is proposed to be amended as follows:**

“The supervisory committee shall comprise at least one shareholder representative and employee representatives representing no less than one third of the supervisory committee. The shareholder representative shall be elected and dismissed at general meetings, and employee representative shall be elected and dismissed democratically by the employees of the Company.

If necessary, the supervisory committee shall set an office for handling the daily affairs of the supervisory committee.”

#### **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 2012.
3. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2012.
4. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2012.

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## NOTICE OF THE AGM

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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 RMB0.30 per share (tax inclusive) in an aggregate amount of approximately RMB59,193 thousand for the year ended 31 December 2012, and to authorise the chairman of the board of directors of the Company to implement the aforesaid distribution.
6. To consider and, if thought fit, to re-appoint ShineWing Certified Public Accountants as the auditors of the Company for the year 2013 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 amendment to the rules of procedures of the board of directors of the Company.
8. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
9. To consider and, if thought fit, to approve the re-election of Mr. Yu Haibo 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
10. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
11. To consider and, if thought fit, to approve the re-election of Ms. He Xiaona as an 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
12. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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## NOTICE OF THE AGM

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13. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
14. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
15. To consider and, if thought fit, to approve the re-election of Mr. Li Xiaobing 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
16. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
17. To consider and, if thought fit, to approve the re-election 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
18. To consider and, if thought fit, to approve the re-election of Mr. Song Jianwu 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
19. To consider and, if thought fit, to approve the re-election of Mr. Cui Baoguo 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
20. To consider and, if thought fit, to approve the appointment of Mr. Wu Tak Lung as an independent non-executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine

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his remuneration, and to authorise any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

21. To consider and, if thought fit, to approve the appointment of Mr. Cui Enqing 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
22. To consider and, if thought fit, to approve the appointment of Mr. Chen Ji 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 director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
23. To consider and, if thought fit, to approve the re-election of Mr. Tian Kewu as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
24. To consider and, if thought fit, to approve the re-election of Mr. Zhang Chuanshui as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
25. To consider and, if thought fit, to approve the appointment of Mr. Zhao Meng as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB20,000 per year (tax inclusive), and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
26. To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB20,000 per year (tax inclusive) to Ms. Yan Mengmeng as an employee representative supervisor of the Company, and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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27. To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB20,000 per year (tax inclusive) to Ms. Ma Chundan as an employee representative supervisor of the Company, and to authorise the legal representative of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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

Beijing, 27 March 2013

*As at the date of this announcement, the Board comprises: the executive directors of the Company, Zhang Yanping, Yu Haibo, Sun Wei and He Xiaona, the non-executive directors of the Company, Li Shiheng, Liu Han, Wu Peihua, Li Xiaobing, Xu Xun and Li Yigeng, and the independent non-executive directors of the Company, Tsang Hing Lun, Wu Changqi, Liao Li, Cui Baoguo and Song Jianwu.*

*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 Monday, 15 April 2013 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Wednesday, 15 May 2013 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 Friday, 12 April 2013.

### **2. Recommendation of Final Dividend, Withholding and Payment of Income Tax**

The board of directors of the Company has recommended a final dividend of RMB0.30 per share (tax inclusive) in an aggregate amount of approximately RMB59,193 thousand for the year ended 31 December 2012. If the above profit distribution proposal is approved by the shareholders at the AGM by way of ordinary resolution, the final dividend will be paid to the Shareholders of H shares whose names appear on the H Shares register of members of the Company on Wednesday, 22 May 2013.

According to the Law on Corporate Income Tax of the People's Republic of China which came into effect on 1 January 2008 and its implementing measures and other relevant rules, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Shares register of members of the Company. Any 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 their dividend receivable will be subject to the withholding of the corporate income tax.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (the "Notice") issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders is subject to individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and Mainland China. According to the above notice,



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unless the relevant tax regulations, tax agreements or notices provided otherwise, the Company shall withhold 10% of the final dividends as individual income tax when distributing the final dividend to the individual Shareholders of H shares appearing on the register of members of the Company on 22 May 2013.

### 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 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 resolutions 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 Wednesday, 24 April 2013.
- (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 will be closed from Monday, 15 April 2013 to Wednesday, 15 May 2013 (both days inclusive), during which period no transfer of shares will be registered.

The Register of Members will be closed from Wednesday, 22 May 2013 to Monday, 27 May 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for receiving the dividend, 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 4:30 p.m. on Tuesday, 21 May 2013.

### 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.



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### 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,  
the PRC  
Telephone: (+86) 10 6590 2630  
Fax: (+86) 10 6590 2630