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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 APPOINTMENT OF DIRECTORS PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD

A notice convening the AGM to be held at 2:00 p.m. on Tuesday, 15 May 2012 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC is set out on pages 9 to 13 of this circular.

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H shares registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

28 March 2012

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DEFINITIONS

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 Tuesday, 15 May 2012 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC
“Articles”	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 the H shares of which are listed and traded on the Stock Exchange
“controlling shareholder”	has the meaning ascribed under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“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”	Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



BEIJING MEDIA CORPORATION LIMITED

北青傳媒股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1000)

Executive Directors:

Zhang Yanping
Zhang Yabin
Sun Wei

Registered Office:

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

Non-executive Director:

Li Shiheng
Liu Han
Wu Peihua
Xu Xun
Li Yigeng

Independent non-executive Directors:

Tsang Hing Lun
Wu Changqi
Liao Li

28 March 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES OF THE BOARD**

I. INTRODUCTION

The purpose of this circular is to provide you with all the information regarding (i) the proposed appointment of Directors, (ii) the proposed amendments to the Articles and (iii) the proposed amendments to the rules of procedures of the Board to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 19 March 2012 in relation to the proposed appointment of Directors and the proposed amendments to the Articles.

II. PROPOSED APPOINTMENT OF DIRECTORS

On 19 March 2012, the Board has nominated Mr. Cui Baoguo (崔保國) and Mr. Song Jianwu (宋建武) as candidates of independent non-executive Directors, Mr. Li Xiaobing (李小兵) as a candidate of a non-executive Director and Ms. He Xiaona (何筱娜) as a candidate of an executive Director.

The appointment of the Directors will be effective from the date of the approval by the Shareholders at the AGM and until the expiration of the term of the current session of the Board.

Biographical Details of Candidates of Directors

Mr. Cui Baoguo (崔保國)

Mr. Cui, aged 50, was nominated as an independent non-executive Director with effect from the date of the approval by the Shareholders at the AGM and until the expiration of the term of the current session of the Board.

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 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.

LETTER FROM THE BOARD

As at the date of this circular, Mr. Cui does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Upon due appointment 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 expiration of the term of the current session of the Board. Pursuant to the Articles, 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 authorised 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 Board is not aware of any other matters in relation to Mr. Cui's appointment as an independent non-executive Director 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 Rules Governing the Listing Rules.

Mr. Song Jianwu (宋建武)

Mr. Song, aged 49, was nominated as an independent non-executive Director with effect from the date of the approval by the Shareholders at the AGM and until the expiration of the term of the current session of the Board.

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 Hapigo 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.

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

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

As at the date of this circular, Mr. Song does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Upon due appointment 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 the appointment and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles, Mr. Song will be subject to retirement by rotation and re-election 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 authorised 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 Board is not aware of any other matters in relation to Mr. Song's appointment as an independent non-executive Director 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.

Mr. Li Xiaobing (李小兵)

Mr. Li, aged 43, was nominated as a non-executive Director with effect from the date of the approval by the Shareholders at the AGM and until the expiration of the term of the current session of the Board.

Mr. Li obtained an Executive Master of Business Administration from Tsinghua University in 2007. Mr. Li has served as a standing vice president of Beijing Youth Daily Agency 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 (共青團北京市委志願服務指導中心). From 2004 to 2011, Mr. Li served as a vice president of Beijing Youth Daily Agency.

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 date of this circular, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

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

LETTER FROM THE BOARD

Mr. Li's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorised 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 Board is not aware of any other matters in relation to Mr. Li's appointment as a non-executive Director 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.

Ms. He Xiaona (何筱娜)

Ms. He, aged 49, was nominated as an executive Director with effect from the date of the approval by the Shareholders at the AGM and until the expiration of the term of the current session of the Board.

Ms. He graduated from Beijing Union University with a bachelor's degree of history in 1986 and graduated from Tsinghua University majoring in publishing in 2003. Ms. He currently serves as a standing vice president of the Company. Ms. He joined Beijing Youth Daily Agency in 1989 and served as an editor of the research department, an editor and the deputy chief of the reading office, the chief of the film department, the chief of the editorial department of Y Weekend, the chief of the economy and livelihood department, the chief of the editorial department of the life magazine, an office manager, an assistant to the president and vice president of Beijing Youth Daily Agency. Ms. He was appointed as a standing vice president of the Company in July 2008.

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 date of this circular, Ms. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Upon due appointment as an executive Director, Ms. He will enter into a service contract with the Company for a term commencing from the date of the appointment and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles, 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 authorised 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 Board is not aware of any other matters in relation to Ms. He's appointment as an executive Director 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.

LETTER FROM THE BOARD

III. PROPOSED AMENDMENTS TO THE ARTICLES

The Company has proposed to make certain amendments to the Articles to reflect, among other matters, certain changes in the corporate information of the Company, the increase in the size of the Board and certain amendments to the Listing Rules. The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM.

The Board proposed to amend the Articles as follows:

the existing Article 93 of the Articles reads:

“The Company shall establish a board of directors. The board of directors shall comprise eleven (11) directors, including one (1) Chairman, one (1) vice Chairman and three (3) independent directors. The external directors (namely directors who do not hold any position in the Company) shall account for one half or more of the board of directors and the board of directors shall comprise three (3) or more independent non-executive directors (namely directors who are independent of the Shareholders and do not hold any position in the Company).

The board of directors shall appoint one Chairman and the Company may appoint one vice Chairman in accordance with its specific situation.

The board of directors shall establish several special committees as required, including strategy committee, audit committee and remuneration committee.”

is proposed to be amended as follows:

“The Company shall establish a board of directors. The board of directors shall comprise fifteen (15) directors, including one (1) Chairman, two (2) vice Chairman and five (5) independent non-executive directors. The external directors (namely directors who do not hold any position in the Company) shall account for one half or more of the board of directors and independent non-executive directors (namely directors who are independent of the Shareholders and do not hold any position in the Company) shall account for at least one third of the board of directors.

The board of directors shall appoint one Chairman and the Company may appoint two vice Chairmen in accordance with its specific situation.

The board of directors shall establish several special committees as required, including strategy committee, audit committee, remuneration committee and nomination committee.”

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD

The Company proposes to make certain amendments to the rules of procedures of the Board to reflect, among other matters, certain changes in the Articles, certain amendments to the Listing Rules, in particular the inclusion of the corporate governance function into the terms of reference of the Board. The proposed amendments to the rules of procedures of the Board are subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

LETTER FROM THE BOARD

V. AGM

A notice convening the AGM is set out on pages 9 to 13 of this circular. The AGM will be held at 2:00 p.m. on Tuesday, 15 May 2012 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the PRC, at which resolutions will be proposed to approve, among other matters, the proposed appointment of Directors, the proposed amendments to the Articles and the proposed amendments to the rules of procedures of the Board.

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H 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.

VI. RECOMMENDATION

The Directors believe that the resolutions in respect of (i) the proposed appointment of Directors, (ii) the proposed amendments to the Articles, and (iii) the proposed amendments to the rules of procedures of the Board 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

NOTICE OF THE AGM



BEIJING MEDIA CORPORATION LIMITED

北青傳媒股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1000)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of the shareholders of Beijing Media Corporation Limited (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 15 May 2012 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 Ordinary Resolutions

1. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2011.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and, if thought fit, to approve the audited consolidated financial statements of the Company for the year ended 31 December 2011.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.60 per share (tax inclusive) in an aggregate amount of approximately RMB118,386,000 for the year ended 31 December 2011, and to authorise the board of directors of the Company to implement the aforesaid distribution.
5. To consider and, if thought fit, to re-appoint ShineWing Certified Public Accountants Co., Ltd. as the auditor of the Company for the year 2012 and to authorise the audit committee of the board of directors of the Company to determine their remuneration.
6. To consider and, if thought fit, to approve the appointment of Mr. Cui Baoguo as an independent non-executive director of the Company, to authorise the board of directors of the Company to determine his remuneration, and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

NOTICE OF THE AGM

7. To consider and, if thought fit, to approve the appointment of Mr. Song Jianwu as an independent non-executive director of the Company, to authorise the board of directors of the Company to determine his remuneration, and to authorise the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
8. To consider and, if thought fit, to approve the appointment of Mr. Li Xiaobing as a non-executive director of the Company, to authorise the board of directors of the Company to determine his remuneration, and to authorise the chairman of the board of directors or any executive 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 appointment of Ms. He Xiaona as an executive director of the Company, to authorise the board of directors of the Company to determine her remuneration, and to authorise the chairman of the board of directors or any executive 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 amendment to the rules of procedures of the board of directors of the Company.

As Special Resolution

11. To consider and, if thought fit, to approve the amendment to the articles of association (the “**Articles**”) of the Company as follows:

the existing Article 93 of the Articles reads:

“The Company shall establish a board of directors. The board of directors shall comprise eleven (11) directors, including one (1) Chairman, one (1) vice Chairman and three (3) independent directors. The external directors (namely directors who do not hold any position in the Company) shall account for one half or more of the board of directors and the board of directors shall comprise three (3) or more independent non-executive directors (namely directors who are independent of the Shareholders and do not hold any position in the Company).

The board of directors shall appoint one Chairman and the Company may appoint one vice Chairman in accordance with its specific situation.

The board of directors shall establish several special committees as required, including strategy committee, audit committee and remuneration committee.”

NOTICE OF THE AGM

is proposed to be amended as follows:

“The Company shall establish a board of directors. The board of directors shall comprise fifteen (15) directors, including one (1) Chairman, two (2) vice Chairman and five (5) independent non-executive directors. The external directors (namely directors who do not hold any position in the Company) shall account for one half or more of the board of directors and independent non-executive directors (namely directors who are independent of the Shareholders and do not hold any position in the Company) shall account for at least one third of the board of directors.

The board of directors shall appoint one Chairman and the Company may appoint two vice Chairmen in accordance with its specific situation.

The board of directors shall establish several special committees as required, including strategy committee, audit committee, remuneration committee and nomination committee.”

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

Beijing, 28 March 2012

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

Notes:

1. Eligibility for Attending the AGM

Holders of H Shares whose names appear on the register of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, on Saturday, 14 April 2012 shall be entitled to attend the AGM.

Holders of H Shares intending to attend and vote at the AGM to be held on Tuesday, 15 May 2012 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, 13 April 2012.

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 RMB0.60 per share (tax inclusive) in an aggregate amount of RMB118,386,000 for the year ended 31 December 2011. If the above profit distribution proposal is approved by the shareholders at the AGM by way of Ordinary Resolution No. 4, the final dividend will be paid to the holders of H Share whose names appear on the register of members for H Shares of the Company on Tuesday, 22 May 2012.

NOTICE OF THE AGM

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 2011 final dividend to non-resident enterprise shareholders as appearing on the register of members for H Shares of the Company. Any H Shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

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.

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 notarised power of attorney or other document(s) of authorisation (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 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, 24 April 2012.
- (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.

NOTICE OF THE AGM

5. Closure of Register of Members

The Register of Members will be closed from Saturday, 14 April 2012 to Tuesday, 15 May 2012 (both days inclusive), during which period no transfer of shares will be registered.

The Register of Members will be closed from Tuesday, 22 May 2012 to Saturday, 26 May 2012 (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 Monday, 21 May 2012.

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 of the Company is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office and the contact details of the Company are:

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