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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.
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.

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 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.

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 notice, 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, 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.

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:

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