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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 APPOINTMENT AND PROPOSED APPOINTMENT OF SUPERVISORS AND PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

On 15 March 2013, the Board is pleased to announce that:

- (1) Mr. Wu Tak Lung, Mr. Cui Enqing and Mr. Chen Ji were nominated by the Board as the independent non-executive directors of the Fifth Session of the Board 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.
- (2) Ms. Ma Chundan was democratically elected as the employee representative supervisor of the Fifth Session of the Supervisory Committee by the meeting of the employee representatives of the Company from the date of the AGM until the expiry of the term of office of the Fifth Session of the Supervisory Committee.
- (3) Mr. Zhao Meng was nominated by the Supervisory Committee as the shareholder representative supervisor of the Fifth Session of the Supervisory Committee 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.
- (4) the Company 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 appointment of Mr. Wu Tak Lung, Mr. Cui Enqing, Mr. Chen Ji and Mr. Zhao Meng are subject to the approval by the Shareholders by way of ordinary resolutions at the AGM. The proposed amendment to the Articles of Association is subject to the approval by the Shareholders by way of special resolution at the AGM.

A circular containing, among other things, details of the proposed appointment of directors, proposed appointment of supervisor and proposed amendment to the Articles of Association together with a notice convening the AGM will be dispatched to the Shareholders as soon as practicable in accordance with relevant requirements of the Hong Kong Listing Rules.

## I. PROPOSED APPOINTMENT OF 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 of directors (the “**Board**”) of Beijing Media Corporation Limited (the “**Company**”), will retire from their current positions as the independent non-executive directors from the date of the annual general meeting for the year 2012 (the “**AGM**”), and all of them will have served as the independent non-executive directors of the Company for nine years as at the date of AGM. To ensure the independence of the independent non-executive directors of the Company, 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 of the Company (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

#### *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 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 Stock Exchange of Hong Kong Limited (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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 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 Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong 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 of the Company (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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 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 Hong Kong 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 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 Hong Kong 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.

## **II. APPOINTMENT AND PROPOSED APPOINTMENT OF SUPERVISORS**

As their term of office will expire at the conclusion of the AGM, Mr. He Daguang and Mr. Zhou Fumin, as the existing shareholder representative supervisors of the Company, will retire from their current positions as the supervisors of the Company from the date of the 2012 AGM.

The Board and the supervisory committee of the Company (the “**Supervisory Committee**”) would like to take this opportunity to express their sincere gratitude to Mr. He Daguang and Mr. Zhou Fumin for their valuable contribution to the Company during their term of service.

According to the Articles of Association, Ms. Ma Chundan was democratically elected as the employee representative supervisor 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.

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

**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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 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 Hong Kong Listing Rules.

Upon the appointment of Mr. Zhao as a shareholder representative supervisor of the Company 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 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 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 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.



**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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 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 of the Company 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 Hong Kong Listing Rules.

Upon the election as a supervisor of the Company, 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 of the Company 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.

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

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.”

#### **IV. GENERAL**

A circular containing, among other things, details of the proposed appointment of directors, proposed appointment of supervisor and proposed amendment to the Articles of Association together with a notice convening the AGM will be dispatched to the Shareholders as soon as practicable in accordance with relevant requirements of the Hong Kong Listing Rules.

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

Beijing, PRC,  
15 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.*

*Please also refer to the published version of this announcement on the Company’s website at [www.bjmedia.com.cn](http://www.bjmedia.com.cn).*