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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Beijing Media Corporation Limited will be held at 3:00 p.m. on Friday, 21 December 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:

A SPECIAL RESOLUTION

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

the clause (IV) of existing Article 78 of the Articles is proposed to be deleted and the existing Article 78 of the Articles will be amended as follows:

“Article 78 The following issues shall be approved by special resolutions at a general meeting:

- (I) Increase or reduction in share capital of the Company and the issuance of shares of any class, warrants and other similar securities;
- (II) Issuance of the corporate bonds;
- (III) Division, merger, dissolution and liquidation of the Company, and substantial acquisition or disposal;
- (IV) Amendment to these Articles of Association;
- (V) Change or annulment to the rights of class shareholders; and

- (VI) Any other issue confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions or required to be approved by special resolutions in accordance with Listing Rules of the Stock Exchange.”

ORDINARY RESOLUTIONS

2. To consider and, if thought fit, to approve the removal of Mr. Zhang Yabin as an executive director of the Company.
3. To consider and, if thought fit, to approve the appointment 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 one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.
4. To consider and, if thought fit, to approve the respective annual caps for the three years ending 31 December 2015 for the transactions contemplated under the agreement (the “**Advertising Business Agreement**”) dated 7 December 2004 and its supplement agreement dated 9 April 2010 and entered into between the Company and Beijing Youth Daily Agency (the “**Parent**”) in relation to granting by the Parent the exclusive rights to sell all the advertising space in the Beijing Youth Daily.
5. To consider and, if thought fit, to approve:

“THAT

- a. the agreement (the “**Printing Framework Agreement**”) dated 31 October 2012 and entered into between the Beijing Youth Daily Logistics Company Limited and the Parent in relation to providing the printing services and printing materials to the Parent, and the respective annual caps for the three years ending 31 December 2015 for the transactions contemplated thereunder;
- b. any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Printing Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”

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

Beijing, 6 November 2012

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM

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 Wednesday, 21 November 2012 shall be entitled to attend the EGM.

Holders of H shares intending to attend and vote at the EGM to be held on Friday, 21 December 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 Tuesday, 20 November 2012.

2. PROXY

- (1) Shareholders entitled to attend and vote at the EGM 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 EGM 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.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

- (1) A shareholder or his proxy shall produce his identification document when attending the EGM. 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 EGM shall return to the Company the reply slip stating their attendance on or before Friday, 30 November 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.

4. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Wednesday, 21 November 2012 to Tuesday, 21 December 2012 (both days inclusive), during which period no transfer of shares will be registered.

5. METHOD OF VOTING AT THE EGM

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 EGM will demand a poll in relation to all the proposed resolutions at the EGM.

6. MISCELLANEOUS

- (1) The EGM of the Company is expected to be held for less than half a day. Shareholders attending the EGM 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

As at the date of this announcement, the Board comprises: the executive directors of the Company, Zhang Yanping, Zhang Yabin, 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.