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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 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.
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.”

**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

*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.

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.

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

*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).*