

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 ESTABLISHMENT OF NOMINATION COMMITTEE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company would like to announce that the appointment of Mr. Cui Baoguo and Mr. Song Jianwu as independent non-executive directors of the Company, Mr. Li Xiaobing as a non-executive director of the Company and Ms. He Xiaona as an executive director of the Company, whose appointments are subject to the approval of the shareholders of the Company by way of ordinary resolutions at the AGM.

The Company has established a nomination committee under the Board to perform the duties of reviewing the structure, size and composition of the Board and making recommendations on any changes to the Board to complement the Company's corporate strategy.

The Company proposes 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 of the Company by way of a special resolution at the AGM.

A circular containing, among other things, details of the proposed amendments to the Articles and proposed appointment of directors together with a notice convening the AGM will be dispatched to the shareholders of the Company as soon as practicable in accordance with relevant requirements of the Listing Rules.

PROPOSED APPOINTMENT OF DIRECTORS

The board of directors (the “**Board**”) of Beijing Media Corporation Limited (the “**Company**”) would like to announce that:

- (i) Mr. Cui Baoguo (崔保國) was nominated as an independent non-executive director of the Company with effect from the date of the approval by the shareholders of the Company at the AGM and until the expiration of the term of the current session of the Board.
- (ii) Mr. Song Jianwu (宋建武) was nominated as an independent non-executive director of the Company with effect from the date of the approval by the shareholders of the Company at the AGM and until the expiration of the term of the current session of the Board.
- (iii) Mr. Li Xiaobing (李小兵) was nominated as a non-executive director of the Company with effect from the date of the approval by the shareholders of the Company at the AGM and until the expiration of the term of the current session of the Board.
- (iv) Ms. He Xiaona (何筱娜) was nominated as an executive director of the Company with effect from the date of the approval by the shareholders of the Company at the AGM and until the expiration of the term of the current session of the Board.

Biographical Details

Mr. Cui Baoguo (崔保國)

Mr. Cui, aged 50, was nominated as an independent non-executive director of the Company with effect from the date of the approval by the shareholders of the Company 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 a vice professor and a vice 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.

As at the date of this announcement, Mr. Cui does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”, Chapter 571 of the Laws of Hong Kong).

Upon due appointment as an independent non-executive director of the Company, 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 of association of the Company (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 authorized by the shareholders of the Company 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 of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Mr. Song Jianwu (宋建武)

Mr. Song, aged 49, was nominated as an independent non-executive director of the Company with effect from the date of the approval by the shareholders of the Company 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 Happigo 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 consultants 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 announcement, Mr. Song 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 of the Company, 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 authorized by the shareholders of the Company 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 of the Company that need to be brought to the attention of the shareholders of the Company 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 of the Company with effect from the date of the approval by the shareholders of the Company 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 announcement, 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 of the Company, 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.

Mr. Li's remuneration package will be determined by the remuneration committee of the Board who is proposed to be authorized by the shareholders of the Company 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 of the Company that need to be brought to the attention of the shareholders of the Company 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 of the Company with effect from the date of the approval by the shareholders of the Company 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 announcement, 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 of the Company, 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 authorized by the shareholders of the Company 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 of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

ESTABLISHMENT OF NOMINATION COMMITTEE

The Company has established a nomination committee under the Board to perform the duties of reviewing the structure, size and composition of the Board and making recommendations on any changes to the Board to complement the Company's corporate strategy.

The nomination committee is comprised of Mr. Zhang Yanping, Mr. Wu Changqi and Mr. Liao Li and chaired by Mr. Zhang Yanping.

PROPOSED AMENDMENTS TO THE ARTICLES

The Company proposes 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 of the Company by way of a special resolution at the AGM.

The Board proposed to amend the Articles as follows:

Article 93 of the Articles, which 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 of the Company 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 Chairmen 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 of the Company 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.”

GENERAL

A circular containing, among other things, details of the proposed amendments to the Articles and the proposed appointment of directors together with a notice convening the AGM will be dispatched to the shareholders of the Company as soon as practicable.

By order of the Board

Zhang Yanping

Chairman

Beijing, PRC, 19 March 2012

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.