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If you have sold or transferred all your shares in **Beijing Media Corporation Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

2024 ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 2 to 6 of this circular. A notice convening the AGM to be held at 2:00 p.m. on Friday, 13 June 2025 at the Conference Room 704, the 7th Floor, Beijing Youth Daily Building, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC is set out on pages 38 to 42 of this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

23 May 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2024 annual general meeting to be convened by the Company on 13 June 2025
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Beijing Media Corporation Limited (北青傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC and whose H Shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	19 May 2025, being the latest practicable date for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company



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)

Executive Directors:

Jing Enji
Wu Min

Registered Office:

Building A, No. 23 Baijiazhuang Dongli
Chaoyang District, Beijing
the PRC

Non-Executive Directors:

Sun Baojie
Cui Ping
Wang Hao
Wang Zechen
Zhang Lei

Independent Non-Executive Directors:

Shi Hongying
Chan Yee Ping, Michael
Du Guoqing
Kong Weiping

23 May 2025

To the Shareholders

Dear Sir or Madam,

2024 ANNUAL GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement dated 16 May 2025 of the Company, in relation to (i) proposed abolition of the Supervisory Committee and amendments to the Articles of Association; and (ii) proposed re-election of the Board.

The Company will convene the AGM at 2:00 p.m. on Friday, 13 June 2025, for the purpose of, among others, seeking Shareholders' approval of the above proposed resolutions. Other resolutions to be proposed to Shareholders to consider at the AGM include: the report of the Board for 2024, the report of the Supervisory Committee for 2024, the audited financial statements of the Company for 2024, the consolidated annual financial

LETTER FROM THE BOARD

budgets of the Company for the year 2025, renewal of the appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditor of the Company for the year 2025 and authorization for the audit committee of the Board to determine its remuneration.

The purpose of this circular is to provide you with, among other things, (i) details of the proposed abolition of the Supervisory Committee and amendments to the Articles of Association; (ii) details of the proposed election of the Directors of the ninth session of the Board; (iii) details of the consolidated annual financial budgets of the Company for the year 2025; and (iv) a notice of the AGM to enable you to make a decision on whether or not to vote in favour of or against the proposed resolutions to be proposed at the AGM.

II. PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further enhance the level of corporate governance, in accordance with the latest Company Law of the People's Republic of China as well as the work norms and reform requirements of the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality in relation to the corporate governance of municipal state-owned enterprises, and taking into account the actual situation of the Company and the needs of its business development, and subject to meeting the level of the core protection of the Shareholders, as resolved by the Board on 16 May 2025, the Company intends to (a) abolish the Supervisory Committee and have the audit committee of the Board to exercise the relevant powers and functions; (b) amend the existing articles of association of Beijing Media Corporation Limited (the "**Articles of Association**") to (i) reflect the aforesaid changes, (ii) further improve the contents relating to the Party building; and (iii) revise the scope of business in accordance with the needs of business development and the relevant regulatory requirements.

The above proposed abolition of the Supervisory Committee and amendments to the Articles of Association will become effective subject to the approval of the Shareholders by way of ordinary resolution and special resolution at the AGM respectively.

For details of the above proposed amendments to the Articles of Association, please refer to Appendix I to this circular.

III. PROPOSED RE-ELECTION OF THE BOARD

The term of office of the eighth session of the Board will expire on the date of the AGM, pursuant to which, the Board resolved to elect the Directors of the ninth session of the Board on 16 May 2025, including proposal to re-elect Mr. Jing Enji and Ms. Wu Min as executive Directors of the ninth session of the Board; to re-elect Ms. Sun Baojie, Ms. Cui Ping, Mr. Wang Hao and Mr. Wang Zechen and to appoint Mr. Li Xiaowei as non-executive Directors of the ninth session of the Board; and to re-elect Ms. Shi Hongying, Mr. Chan Yee Ping, Michael, Ms. Du Guoqing and Mr. Kong Weiping as independent non-executive Directors of the ninth session of the Board.

LETTER FROM THE BOARD

Biographical details of the above Director candidates of the ninth session of the Board are set out in Appendix II to this circular.

In identifying the above independent non-executive Director candidates, the Board has taken into consideration of their respective past performance, independence, professional skills, educational background, knowledge and experience based on the nomination of the Nomination Committee of the Board. Ms. Shi Hongying, Mr. Chan Yee Ping, Michael, Ms. Du Guoqing and Mr. Kong Weiping have extensive experience in different areas, including law, accounting, corporate governance and advertising and media. In addition, their respective educational background, academic practice and working experience enable them to provide valuable opinions and perspectives and contribute to the diversity of the Board. None of the above independent non-executive Director candidates holds a position as a director in seven or more than seven listed companies and therefore they are able to devote sufficient time to perform their responsibilities as independent non-executive Directors of the Company.

Each of the above independent non-executive Director candidates has confirmed that (a) his/her independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (b) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) there are no other factors that may affect his/her independence at the time of his/her appointments.

Pursuant to the Articles of Association, the above proposed election of Directors of the ninth session of the Board are subject to the approval by the Shareholders at the AGM by way of ordinary resolution. The term of office of Directors of the ninth session of the Board will take effect from the date of the AGM until the expiry of the term of office of the ninth session of the Board. The term of each session of the Board is three years.

Subject to the appointment of the above Director candidates as Directors being approved by the Shareholders, the Company will enter into a service contract with each of them. The term of office of Director candidates as Directors will be from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the ninth session of the Board, subject to re-election upon the expiry of their term of office pursuant to the Articles of Association.

Director candidates, Ms. Sun Baojie, Mr. Jing Enji, Ms. Cui Ping and Mr. Wang Hao, will not receive any remuneration from the Company. Other Director candidates' remuneration packages will be determined by the remuneration committee of the Board by taking into account, among other matters, their terms of reference, their duties and responsibilities in the Company after authorization by the Shareholders at the AGM.

Save as disclosed above and Appendix II to this circular, as at the Latest Practicable Date, 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 Director candidates that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

IV. ANNUAL FINANCIAL BUDGETS FOR THE YEAR 2025

Details of the consolidated annual financial budgets of the Company for the year 2025 are set out below:

(i) Scope for Preparation of the Budgets

The Company and its subsidiaries.

(ii) Principles for Preparation of the Budgets

In accordance with the Budgets Management System of the Company combined with the actual operation situations of the Company in 2024, we fully anticipate the impacts on the revenue and cost by the changes of external environments in operation in 2025, and in accordance with the principles of budgets preparation such as consistency, assessability, appropriateness and comprehensiveness, the task objectives are broken down from the top down, information is reported from the bottom up, and budgets preparation is carried out through comprehensive balance.

(iii) Major Project Budgets

The Company's expected total operating costs (including operating costs, selling expenses, administrative expenses and financial expenses) for the year 2025 shall be approximately RMB220.5834 million. The above budget amount is the internal management control objective of the Company's operation plan, and whether it can be achieved is subject to macroeconomy, industry development conditions, market demand and other factors, and is therefore uncertain. The actual expenditures for specific business should be charged based on actual price and market conditions when the business occurs.

The above consolidated annual financial budget of the Company for the year 2025 is subject to the consideration and approval of the Shareholders by an ordinary resolution at the AGM.

V. AGM

A notice convening the AGM to be held at the Conference Room 704, the 7th Floor, Beijing Youth Daily Building, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC, at 2:00 p.m. on Friday, 13 June 2025, is set out on pages 38 to 42 of this circular.

The register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025 (both days inclusive), during which time no transfer of H shares of the Company will be registered. In order to be qualified for attending and voting at the AGM, all transfer documents of the holders of H shares together with the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong, at Shops 1712–1716, 17

LETTER FROM THE BOARD

Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 9 June 2025. The record date for determining the eligibility to attend the AGM will be on Tuesday, 10 June 2025.

Votes on the resolutions to be proposed at the AGM shall be taken by way of poll. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has material interests in the relevant resolutions to be proposed at the AGM and is required to abstain from voting on the relevant resolutions at the AGM.

Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VI. RECOMMENDATION

The Directors are of the view that the resolutions for voting at the AGM are in the interests of the Company and its Shareholders as a whole. Therefore, the Directors recommend all Shareholders to vote in favour of relevant resolutions at the AGM.

By order of the Board
Beijing Media Corporation Limited
Sun Baojie
Chairman

Details of the proposed amendments to the Articles of Association are as follows:

No.	Prior to the amendments	After the amendments
1.	<p>Article 1 The Company is incorporated as a joint stock company with limited liability pursuant to Company Law of the People's Republic of China ("Company Law"), Law of the People's Republic of China on the State-Owned Assets of Enterprises, Special Regulations of the State Council on the Overseas Offerings and Listing of Shares by Joint Stock Limited Companies ("Special Regulations"), the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97), the Constitution of the Communist Party of China and other relevant laws and administrative regulations of the State.</p>	<p>Article 1 The Company is incorporated as a joint stock company with limited liability pursuant to Company Law of the People's Republic of China ("Company Law"), Law of the People's Republic of China on the State-Owned Assets of Enterprises, Special Regulations of the State Council on the Overseas Offerings and Listing of Shares by Joint Stock Limited Companies ("Special Regulations"), the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97), the Constitution of the Communist Party of China, <u>the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-owned Enterprises (Trial)</u> and other relevant laws and administrative regulations of the State.</p>
2.	<p>Article 7 These Articles of Association shall be binding upon the Company and its shareholders, members of the Party, directors, supervisors, the president, vice presidents and other senior management of the Company, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with these Articles of Association.</p> <p>The shareholders of the Company may pursue actions against the Company pursuant to these Articles of Association; the Company may pursue actions against its shareholders pursuant to these Articles of Association; the shareholders may pursue actions against other shareholders pursuant to these Articles of Association; the shareholders may pursue actions against the directors, supervisors, the president, vice presidents and other senior management of the Company pursuant to these Articles of Association.</p>	<p>Article 7 <u>These Articles of Association are formulated to meet the requirements of the development of the socialist market economy, establish a modern state-owned enterprise system with Chinese characteristics, regulate the organization and conduct of the Company, and protect the legitimate rights and interests of investors, companies and creditors. These Articles of Association constitute a legal document that governs the organization and conduct of the Company, with binding power over</u>shall be binding upon the Company and its shareholders, members of the Party, directors, supervisors, the president, vice presidents and other senior management of the Company, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with these Articles of Association.</p> <p>The shareholders of the Company may pursue actions against the Company pursuant to these Articles of Association; the Company may pursue actions against its shareholders pursuant to these Articles of Association; the shareholders may pursue actions against other shareholders pursuant to these Articles of Association; the shareholders may pursue actions against the directors, supervisors, the president, vice presidents and other senior management of the Company pursuant to these Articles of Association.</p>

No.	Prior to the amendments	After the amendments
3.	<p>Article 10 In accordance with the provisions of the Constitution of the Communist Party of China and the Company Law, the Company shall set up an organisation of the Communist Party of China. The Party organisation shall exercise its leadership role, and shall focus on the overall direction and development and ensuring strict policy implementation. The Company shall establish related working organs and carry out the Party's activities.</p> <p>The Company shall provide necessary conditions for the Party organisation to implement its normal activities. The establishment and staffing of Party organisations shall be included in the enterprise management organisation and staffing, and the funds for party organisation shall be incorporated into the company budget and deducted from the administrative fees.</p>	<p>Article 10 In accordance with the provisions of the Constitution of the Communist Party of China and the Company Law, the Company shall set up an organisation of the Communist Party of China. The Party organisation shall exercise its leadership role, and shall focus on the overall direction and development and ensuring strict policy implementation <u>carry out work with a defined focus on production and operation, and play the role as a battle fortress.</u> The Company shall establish related working organs and carry out the Party's activities.</p> <p>The Company shall provide necessary conditions for the Party organisation to implement its normal activities. The establishment and staffing of Party organisations shall be included in the enterprise management organisation and staffing, and the funds for party organisation shall be incorporated into the company budget and deducted from the administrative fees.</p>
4.	—	<p>Add a new section as Article 11 <u>According to the provisions of the Constitution of the People's Republic of China and other relevant laws, the Company exercises democratic management. The Company shall organize the trade union in accordance with the law, carry out trade union activities and safeguard the legal rights of employees. The Company shall provide necessary conditions for the activities of its trade union.</u></p>

No.	Prior to the amendments	After the amendments
5.	<p>Article 12 The business scope of the Company shall be approved by the company registration authorities.</p> <p>The business scope of the Company includes: organising cultural and artistic exchange activities (excluding performances); distribution agency of publications of Beijing Youth Daily Agency; advertising agency for domestic and foreign businessmen in China; developing computer hardware and software and network technology, and technology service, transfer, consultation and training; undertaking of exhibitions and display activities; selling computer hardware and software, daily necessities, crafts, electronic products, jewellery, furniture and construction materials; selling foods.</p>	<p>Article 12³ The business scope of the Company shall be approved by the company registration authorities.</p> <p>The business scope of the Company includes: organising cultural and artistic exchange activities(excluding performances); distribution agency of publications of Beijing Youth Daily Agency; advertising agency for domestic and foreign businessmen in China; developing computer hardware and software and network technology, and technology service, transfer, consultation and training; undertaking of exhibitions and display activities; selling computer hardware and software, daily necessities, crafts, electronic products, jewellery, furniture and construction materials; selling foods.; <u>advertisement publication; network technology services; technical services, development, consultation, exchange, transfer, promotion; conference and exhibition services; digital creative product exhibition services; entertainment exhibitions; wholesale of computer software, hardware and auxiliary equipment; retail of computer software, hardware and auxiliary equipment; sale of daily commodities; wholesale of daily commodities; wholesale of arts and crafts and collectibles (except for ivory and its products); sale of arts and crafts and ceremonial articles (except for ivory and its products); sale of electronic products; wholesale of jewellery; retail of jewellery; sale of furniture; sale of building materials; digital technology services, photography and video production services; photography and photographic processing services; digital advertising design, agency; literature and art creation; graphic design; professional design services; digital content production services (excluding publication and distribution); enterprise management consulting; internet cultural operations; non-residential real estate leasing.</u></p>

No.	Prior to the amendments	After the amendments
6.	<p>Article 26 At any time during the period when the Company's overseas listed foreign shares are listed on the Stock Exchange of Hong Kong Limited ("SEHK"), the Company shall ensure that all the documents (including overseas listed foreign shares) concerning the ownership of all its securities listed on SEHK contain the following statements:</p> <p>.....</p> <p>(II) The share buyer agrees with the Company's every shareholder, director, supervisor, president, vice president and other senior executive, and the Company, on behalf of itself and its directors, supervisors, the president, vice presidents and other senior management, agrees with every shareholder, that all disputes or claims arising from these Articles of Association, or disputes or claims arising from the rights or obligations specified in the Company Law or other relevant PRC laws and administrative regulations and relating to the affairs of the Company shall be settled through arbitration in accordance with these Articles of Association, which arbitration shall be deemed such that the arbitral tribunal is authorised to conduct open hearing and announce the arbitration awards. The said arbitration awards shall be final and conclusive.</p>	<p>Article 267 At any time during the period when the Company's overseas listed foreign shares are listed on the Stock Exchange of Hong Kong Limited ("SEHK"), the Company shall ensure that all the documents (including overseas listed foreign shares) concerning the ownership of all its securities listed on SEHK contain the following statements:</p> <p>.....</p> <p>(II) The share buyer agrees with the Company's every shareholder, director, supervisor, president, vice president and other senior executive, and the Company, on behalf of itself and its directors, supervisors, the president, vice presidents and other senior management, agrees with every shareholder, that all disputes or claims arising from these Articles of Association, or disputes or claims arising from the rights or obligations specified in the Company Law or other relevant PRC laws and administrative regulations and relating to the affairs of the Company shall be settled through arbitration in accordance with these Articles of Association, which arbitration shall be deemed such that the arbitral tribunal is authorised to conduct open hearing and announce the arbitration awards. The said arbitration awards shall be final and conclusive.</p>

No.	Prior to the amendments	After the amendments
7.	<p>Article 53 The common shareholders of the Company shall have the following rights:</p> <p>.....</p> <p>(V) To obtain relevant information in accordance with these Articles of Association, including:</p> <p>1. Receiving these Articles of Association after payment of production cost;</p> <p>2. Having the right to consult and copy relevant information after paying reasonable expenses:</p> <p>(1) All the parts of shareholders' register;</p> <p>(2) Personal data of directors, supervisors, the President, vice presidents and other senior management of the Company, including:</p> <p>(a) Present and former names and aliases;</p> <p>(b) Principal addresses (domiciles);</p> <p>(c) Nationalities;</p> <p>(d) Full-time and all part-time occupations and positions; and</p> <p>(e) Identity certificates and numbers thereof;</p> <p>(3) Equity of the Company;</p> <p>(4) Report of the total par value, total quantity, and highest and lowest prices of each class of shares bought back by the Company from the last fiscal year, and the total amount paid by the Company; and</p> <p>(5) Minutes of general meetings.</p>	<p>Article 53⁴ The common shareholders of the Company shall have the following rights:</p> <p>.....</p> <p>(V) To obtain relevant information in accordance with these Articles of Association, including:</p> <p>1. Receiving these Articles of Association after payment of production cost;</p> <p>2. Having the right to consult and copy relevant information after paying reasonable expenses:</p> <p>(1) All the parts of shareholders' register;</p> <p>(2) Personal data of directors, supervisors, the President, vice presidents and other senior management of the Company, including:</p> <p>(a) Present and former names and aliases;</p> <p>(b) Principal addresses (domiciles);</p> <p>(c) Nationalities;</p> <p>(d) Full-time and all part-time occupations and positions; and</p> <p>(e) Identity certificates and numbers thereof;</p> <p>(3) Equity of the Company;</p> <p>(4) Report of the total par value, total quantity, and highest and lowest prices of each class of shares bought back by the Company from the last fiscal year, and the total amount paid by the Company; and</p> <p>(5) Minutes of general meetings.</p>

No.	Prior to the amendments	After the amendments
8.	<p>Article 55 Save for the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange with which the Company's shares are listed, the controlling shareholders (based on definition in the following provisions), in exercising their rights as shareholders, shall not make any decision detrimental to all or some shareholders in connection with the following issues:</p> <p>(I) To exempt directors and supervisors from the obligation to sincerely act in the best interest of the Company;</p> <p>(II) To approve directors and supervisors (for the interests of their own or others) to seize from the Company any asset, including (but not limited to) any opportunity favourable to the Company; or</p> <p>(III) To approve directors and supervisors (for the interests of their own or others) to seize from any shareholder any personal interests, including (but not limited to) any right to profit distribution and right to vote, but excluding corporate reorganisation submitted for adoption at the general meeting pursuant to these Articles of Association.</p>	<p>Article 55<u>56</u> Save for the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange with which the Company's shares are listed, the controlling shareholders (based on definition in the following provisions), in exercising their rights as shareholders, shall not make any decision detrimental to all or some shareholders in connection with the following issues:</p> <p>(I) To exempt directors and supervisors from the obligation to sincerely act in the best interest of the Company;</p> <p>(II) To approve directors and supervisors (for the interests of their own or others) to seize from the Company any asset, including (but not limited to) any opportunity favourable to the Company; or</p> <p>(III) To approve directors and supervisors (for the interests of their own or others) to seize from any shareholder any personal interests, including (but not limited to) any right to profit distribution and right to vote, but excluding corporate reorganisation submitted for adoption at the general meeting pursuant to these Articles of Association.</p>

No.	Prior to the amendments	After the amendments
9.	<p>Article 58 A general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(III) To elect and replace supervisors who are representatives of shareholders and to decide on matters relating to the remuneration of supervisors;</p> <p>(IV) To consider and approve reports of the board of directors;</p> <p>(V) To consider and approve reports of the supervisory committee;</p> <p>(VI) To consider and approve the annual financial budgets and final accounting plans of the Company;</p> <p>(VII) To consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(VIII) To resolve on capital increase or decrease of the Company;</p> <p>(IX) To resolve on matters such as proposals for material acquisition or disposal of the Company, and merger, division, dissolution and liquidation of the Company;</p> <p>(X) To resolve on the issue of bonds of the Company;</p> <p>(XI) To resolve on the appointment, removal or non-reappointment of the Company's accounting firm;</p> <p>(XII) To amend these Articles of Association;</p> <p>(XIII) To consider proposals of shareholders holding separately or aggregately more than three percent (3%) (inclusive) of the voting shares of the Company;</p>	<p>Article 58⁹ A general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(III) To elect and replace supervisors who are representatives of shareholders and to decide on matters relating to the remuneration of supervisors;</p> <p>(IV) (VIII) To consider and approve reports of the board of directors;</p> <p>(V) To consider and approve reports of the supervisory committee;</p> <p>(VI) (IV) To consider and approve the annual financial budgets and final accounting plans of the Company;</p> <p>(VII) (V) To consider and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(VIII) (VI) To resolve on capital increase or decrease of the Company;</p> <p>(IX) (VII) To resolve on matters such as proposals for material acquisition or disposal of the Company, and merger, division, dissolution and liquidation of the Company;</p> <p>(X) (VIII) To resolve on the issue of bonds of the Company;</p> <p>(XI) (IX) To resolve on the appointment, removal or non-reappointment of the Company's accounting firm;</p> <p>(XII) (X) To amend these Articles of Association;</p> <p>(XIII) (XI) To consider proposals of shareholders holding separately or aggregately more than three percent (3%) (inclusive) of the voting shares of the Company;</p>

No.	Prior to the amendments	After the amendments
	<p>(XIV) To resolve on other matters which, in accordance with the laws, administrative regulations and these Articles of Association, shall be approved by a general meeting; and</p> <p>(XV) To resolve on other matters which, in accordance with the listing rules of the stock exchange with which the Company's shares are listed, shall be approved by a general meeting.</p>	<p>(XIV)<u>XII</u>) To resolve on other matters which, in accordance with the laws, administrative regulations and these Articles of Association, shall be approved by a general meeting; and</p> <p>(XV)<u>XIII</u>) To resolve on other matters which, in accordance with the listing rules of the stock exchange with which the Company's shares are listed, shall be approved by a general meeting.</p>
10.	Article 59 The Company may not enter into any contract with anyone other than a director, supervisor, president, vice president and other senior executive to have all or significant part of the Company's business in the care of the said person, unless approved by the shareholders at a general meeting.	Article 59 <u>60</u> The Company may not enter into any contract with anyone other than a director, supervisor , president, vice president and other senior executive to have all or significant part of the Company's business in the care of the said person, unless approved by the shareholders at a general meeting.
11.	<p>Article 60</p> <p>.....</p> <p>Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two (2) months:</p> <p>.....</p> <p>(IV) The board of directors deems it necessary, or the supervisory committee proposes, to convene an extraordinary general meeting; or</p>	<p>Article 60<u>61</u></p> <p>.....</p> <p>Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two (2) months:</p> <p>.....</p> <p>(IV) The board of directors deems it necessary, or the supervisory<u>audit</u> committee proposes, to convene an extraordinary general meeting; or</p>
12.	<p>Article 64 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(V) If the matters to be discussed involve material interests of any director, supervisor, president, vice president and other senior management, the nature and extent of the said material interests shall be disclosed; if the effect of the matters to be discussed on the said director, supervisor, president, vice president and other senior management in their capacity as shareholders is different from that on shareholders of the same class, such differences shall also be explained;</p>	<p>Article 64<u>5</u> The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(V) If the matters to be discussed involve material interests of any director, supervisor, president, vice president and other senior management, the nature and extent of the said material interests shall be disclosed; if the effect of the matters to be discussed on the said director, supervisor, president, vice president and other senior management in their capacity as shareholders is different from that on shareholders of the same class, such differences shall also be explained;</p>

No.	Prior to the amendments	After the amendments
13.	<p>Article 78 The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) Work reports of the board of directors and the supervisory committee;</p>	<p>Article 78⁹ The following issues shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) Work reports of the board of directorsand the supervisory committee;</p>
14.	<p>Article 94 The Company shall establish the General Branch Committee of the Communist Party of China of Beijing Media Corporation Limited (the “Party General Branch”). Eligible members of the Party General Branch can join the board of directors, the board of supervisors and the management team through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the management team can also join the Party General Branch in accordance with the relevant rules and procedures.</p> <p>The number of secretaries, deputy secretaries and members of the Party General Branch of the Company shall be established in accordance with the approval by the superior party committee, and subject to election. During the adjournment of the party representative congress, the superior party committee may appoint the secretary and deputy secretary of the Party General Branch when necessary.</p>	<p>Add “Party General Branch Committee” as new chapter</p> <p>CHAPTER 10 PARTY GENERAL BRANCH COMMITTEE</p> <p>Article 94⁵ The Company shall establish the General Branch Committee of the Communist Party of China of Beijing Media Corporation Limited (the “Party General Branch”). <u>The number of secretaries, deputy secretaries and members of the Party General Branch of the Company shall be established in accordance with the approval by the superior party committee, and subject to election. During the adjournment of the party representative congress, the superior party committee may appoint the secretary and deputy secretary of the Party General Branch when necessary. The responsible persons for Party members shall generally serve as the secretary and members, and the Party General Branch conducts research and review of significant matters of the Company.</u> Eligible members of the Party General Branch can join the board of directors, the board of supervisors and the management team through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the management team can also join the Party General Branch in accordance with the relevant rules and procedures.</p>

No.	Prior to the amendments	After the amendments
		<p>The number of secretaries, deputy secretaries and members of the Party General Branch of the Company shall be established in accordance with the approval by the superior party committee, and subject to election. During the adjournment of the party representative congress, the superior party committee may appoint the secretary and deputy secretary of the Party General Branch when necessary.</p> <p><u>Article 96 The Company shall insist on and improve the leadership system of “Mutual Entry and Cross Appointment” under which eligible members of the Party General Branch can join the board of directors and the management team through legal procedures, while eligible Party members of the board of directors and the management team can also join the Party General Branch in accordance with the relevant rules and procedures.</u></p>
15.	—	<p><u>Article 97 The Party General Branch of the Company implements a system that integrates collective leadership with individual division of responsibilities. Members of the Party General Branch who join the board of directors and the management team shall implement the decisions of the Party General Branch of the Company.</u></p>

No.	Prior to the amendments	After the amendments
16.	<p>Article 95 The Party General Branch of the Company shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties.</p> <p>(I) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployment made by the party committee of the higher level throughout the Company.</p> <p>(II) To adhere to the principles of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards to the right of officials' appointment by the operating managers in accordance with laws. The Party General Branch of the Company shall recommend nominees to the board of directors or president, or contemplate and give suggestions on the candidates nominated by the board of directors or the president. The Party Committee of the Company, together with the board of directors, shall observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To perform the duty of exercising leadership over talents and proceed with the strategy of reinvigorating enterprises through human resource development.</p>	<p>Article 958 The Party General Branch of the Company shall, in accordance with the Constitution of the Communist Party of China, <u>the Regulations on the Work of Party Branches of the Communist Party of China (Trial), the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-owned Enterprises (Trial) and other</u> party rules, perform its duties, <u>carry out work with a defined focus on production and operation, and play the role as a battle fortress.</u></p> <p>(I) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployment made by the party committee of the higher level throughout the Company. Study, publicize and implement the Party's theories, lines, principles and policies, publicize and implement the resolutions of the Party Central Committee, higher-level Party organizations and this organization, and unite and lead the workers and the masses to complete the tasks of the Company.</p> <p>(II) To adhere to the principles of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards to the right of officials' appointment by the operating managers in accordance with laws. The Party General Branch of the Company shall recommend nominees to the board of directors or president, or contemplate and give suggestions on the candidates nominated by the board of directors or the president. The Party Committee of the Company, together with the board of directors, shall observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To perform the duty of exercising leadership over talents and proceed with the strategy of reinvigorating enterprises through human resource development. Participate in the decision-making of major issues of the Company in accordance with regulations, and support the person in charge of the Company in carrying out work.</p>

No.	Prior to the amendments	After the amendments
	<p>(III) To study and discuss the stable reform and development, substantial operational and management issues of the Company as well as material issues relating to the interests of the employees, and provide advice and recommendations.</p> <p>(IV) To take full responsibility to comprehensively strengthen the Party's discipline, lead the Company's ideological and political work, united front work, spiritual civilisation construction as well as corporate culture construction, and work of mass organisations such as the trade union. Play a leading role in building a Party with a clean and honest image and fulfilling its responsibility of supervision in practice.</p>	<p>(III) To study and discuss the stable reform and development, substantial operational and management issues of the Company as well as material issues relating to the interests of the employees, and provide advice and recommendations. <u>Do a good job in educating, managing, supervising, serving and developing Party members, strictly organise the organisational life of the Party to strive for excellence and give full play to their pioneering and exemplary role.</u></p> <p>(IV) To take full responsibility to comprehensively strengthen the Party's discipline, lead the Company's ideological and political work, united front work, spiritual civilisation construction as well as corporate culture construction, and work of mass organisations such as the trade union. Play a leading role in building a Party with a clean and honest image and fulfilling its responsibility of supervision in practice. <u>Keep close contact with the masses of workers, promote the resolution of the reasonable demands of the masses of workers, and do a good job in ideological and political work. Lead the trade union, the Communist Youth League, women's organizations and other mass organizations of the Company, and support them to carry out their work independently and responsibly in accordance with their respective articles of association.</u></p> <p><u>(V) Supervise Party members, cadres and other staff of the Company to strictly abide by national laws and regulations, financial and personnel systems of the Company, and safeguard the interests of the state, the collective and the masses.</u></p> <p><u>(VI) Seek facts and make suggestions on Party building and Party work, and report important situations to the higher-level Party organizations in a timely manner. Inform Party members and the masses about the Party's work in accordance with regulations.</u></p>

No.	Prior to the amendments	After the amendments
17.	Article 96 In determining the substantial operational and management issues of the Company, the general meeting, the board of directors and business management organisation shall first seek opinions from the Party General Branch of the Company.	Article 96 ⁹ <u>Research and discussion by the General Party Branch is a pre-procedure for the board of directors and the management team to decide on major issues.</u> In determining the substantial operational and management issues of the Company, the general meeting, the board of directors and business management organisation shall first seek opinions from the Party General Branch of the Company.
18.	Article 99 The chairman of the board of directors and directors may serve concurrently as president, vice president or other senior executive (except supervisor) of the Company.	Article 102 ⁹⁹ The chairman of the board of directors and directors may serve concurrently as president, vice president or other senior executive (except supervisor) of the Company.
19.	Article 100 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors shall first seek opinions from the Party organisation of the Company.	Article 100 ³ When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors shall first seek opinions from the Party organisation of the Company.
20.	Article 112 The Company shall have one (1) president, several vice presidents, and one (1) chief financial officer appointed or dismissed by the board of directors. They shall serve a term of three years, and may be reelected for successive terms. The Company may, if necessary, appoint a certain number of executive vice presidents among vice presidents.	Article 115 ² The Company shall have one (1) president, several vice presidents, and one (1) chief financial officer appointed or dismissed by the board of directors. They shall serve a term of three years, and may be reelected for successive terms. The Company may, if necessary, appoint a certain number of executive vice presidents among vice presidents.

No.	Prior to the amendments	After the amendments
21.	<p>Article 114 The president shall exercise the following functions and powers:</p> <p>.....</p> <p>(VI) To propose the appointment or dismissal of other senior management (including chief financial officer) of the Company;</p> <p>(VII) To appoint or dismiss executives other than those appointed or dismissed by the board of directors;</p> <p>(VIII) To prepare the plan for and decide on the Company's branch setup;</p> <p>(IX) To appoint, replace or refer shareholders' representatives, directors and supervisors of the holdings subsidiaries and joint-stock subsidiaries; and</p> <p>.....</p> <p>When making decisions on significant matters, the president of the Company shall first seek opinions from the Party organisation of the Company.</p>	<p>Article 1147 The president shall exercise the following functions and powers:</p> <p>.....</p> <p>(VI) To propose the appointment or dismissal of other senior management (including chief financial officer) of the Company;</p> <p>(VII) To appoint or dismiss executives other than those appointed or dismissed by the board of directors;</p> <p>(VIII) To prepare the plan for and decide on the Company's branch setup;</p> <p>(IX) To appoint, replace or refer shareholders' representatives, directors and supervisors of the holdings subsidiaries and joint-stock subsidiaries; and</p> <p>.....</p> <p>When making decisions on significant matters, the president of the Company shall first seek opinions from the Party organisation of the Company.</p>
22.	<p>Article 116 In exercising their functions and powers, the president, vice president and chief financial officer of the Company shall fulfil the obligation of integrity and diligence in accordance with laws, administrative regulations and these Articles of Association, and shall not modify the resolutions of general meetings and meetings of the board of directors or go beyond their terms of reference.</p>	<p>Article 1169 In exercising their functions and powers, the president, vice president and chief financial officer of the Company shall fulfil the obligation of integrity and diligence in accordance with laws, administrative regulations and these Articles of Association, and shall not modify the resolutions of general meetings and meetings of the board of directors or go beyond their terms of reference.</p>
23.	<p>Article 117 The Company shall have a supervisory committee, which is responsible for supervising the board of directors and its members, the president, vice presidents and other senior management, and preventing the same from abusing their powers to infringe upon the rights and interests of the shareholders, the Company and employees thereof.</p>	<p>CHAPTER 14 shall be amended from "supervisory committee" to "audit committee".</p> <p>Article 147<u>20</u> <u>The Company does not have a supervisory committee or supervisors, but has an audit committee, which exercises the powers and functions of the supervisory committee as stipulated in the Company Law.</u>The Company shall have a supervisory committee, which is responsible for supervising the board of directors and its members, the president, vice presidents and other senior management, and preventing the same from abusing their powers to infringe upon the rights and interests of the shareholders, the Company and employees thereof.</p>

No.	Prior to the amendments	After the amendments
24.	<p>Article 118 The supervisory committee shall comprise three (3) members, including one chairman. The term of office of a supervisor shall be three years, upon expiration thereof the said supervisor may be reelected for successive terms.</p> <p>(I) The chairman of the supervisory committee shall be appointed or removed by the votes of two thirds or more of the members of the supervisory committee.</p> <p>(II) Resolutions of the meeting of the supervisory committee shall be approved by two thirds or more of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall organise to perform the duties of the supervisory committee.</p>	<p>Article 14821 The audit committee shall consist of at least three (3) members and shall consist solely of non-executive directors, with a majority of independent non-executive directors, and shall be chaired by an independent non-executive director. The supervisory committee shall comprise three (3) members, including one chairman. The term of office of a supervisor shall be three years, upon expiration thereof the said supervisor may be reelected for successive terms.</p> <p>(I) The chairman of the supervisory committee shall be appointed or removed by the votes of two thirds or more of the members of the supervisory committee.</p> <p>(II) Resolutions of the meeting of the supervisory committee shall be approved by two thirds or more of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall organise to perform the duties of the supervisory committee.</p>
25.	<p>Article 119 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.</p> <p>If necessary, the supervisory committee shall set an office for handling the daily affairs of the supervisory committee.</p>	<p>Article 119 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.</p> <p>If necessary, the supervisory committee shall set an office for handling the daily affairs of the supervisory committee.</p>
26.	<p>Article 120 The directors, president, vice president, chief financial officer and other senior management of the Company shall not serve concurrently as supervisors.</p>	<p>Article 120 The directors, president, vice president, chief financial officer and other senior management of the Company shall not serve concurrently as supervisors.</p>
27.	<p>Article 121 Meetings of supervisory committee shall be held at least once every six months and shall be convened by the chairman of the supervisory committee. The supervisors may propose to convene extraordinary meetings of the supervisory committee.</p>	<p>Article 121 Meetings of supervisory committee shall be held at least once every six months and shall be convened by the chairman of the supervisory committee. The supervisors may propose to convene extraordinary meetings of the supervisory committee.</p>

No.	Prior to the amendments	After the amendments
28.	<p>Article 122 The supervisory committee shall be responsible to the general meeting and exercise the following functions and powers:</p> <p>(I) To review the financial operations of the Company;</p> <p>(II) To supervise the Company's directors, the president, vice presidents and other senior management for any violation of laws, administrative regulations or these Articles of Association while they perform their duties for the Company;</p> <p>(III) If any act of the Company's directors, president, vice presidents and other senior management damages the interest of the Company, to require them to rectify such act accordingly;</p> <p>(IV) To examine financial information such as financial reports, business reports and profit distribution plans to be proposed by the board of directors to the general meeting, and if there are any queries, to engage any certified public accountants or practicing auditors in the name of the Company to assist in the examination;</p> <p>(V) To propose the convening of extraordinary general meetings;</p> <p>(VI) To negotiate with directors or pursue legal actions against the same on behalf of the Company; and</p> <p>(VII) To exercise other functions and powers conferred in these Articles of Association and by the general meeting.</p> <p>The supervisory committee may express opinion on the appointment of an accounting firm for the Company, may if necessary appoint another accounting firm in the name of the Company to independently examine the financial operations of the Company, and may directly report to the securities regulatory authority under the State Council and other relevant authorities.</p> <p>Supervisors may attend meetings of the board of directors.</p>	<p>Article 122 The supervisory committee shall be responsible to the general meeting and exercise the following functions and powers:</p> <p>(I) To review the financial operations of the Company;</p> <p>(II) To supervise the Company's directors, the president, vice presidents and other senior management for any violation of laws, administrative regulations or these Articles of Association while they perform their duties for the Company;</p> <p>(III) If any act of the Company's directors, president, vice presidents and other senior management damages the interest of the Company, to require them to rectify such act accordingly;</p> <p>(IV) To examine financial information such as financial reports, business reports and profit distribution plans to be proposed by the board of directors to the general meeting, and if there are any queries, to engage any certified public accountants or practicing auditors in the name of the Company to assist in the examination;</p> <p>(V) To propose the convening of extraordinary general meetings;</p> <p>(VI) To negotiate with directors or pursue legal actions against the same on behalf of the Company; and</p> <p>(VII) To exercise other functions and powers conferred in these Articles of Association and by the general meeting.</p> <p>The supervisory committee may express opinion on the appointment of an accounting firm for the Company, may if necessary appoint another accounting firm in the name of the Company to independently examine the financial operations of the Company, and may directly report to the securities regulatory authority under the State Council and other relevant authorities.</p> <p>Supervisors may attend meetings of the board of directors.</p>

No.	Prior to the amendments	After the amendments
29.	Article 123 The notice of extraordinary meetings of the supervisory committee shall be served to all the supervisors in written form within a reasonable period in advance. A meeting of the supervisory committee shall be attended by more than half (1/2) of the members of the supervisory committee.	Article 123 The notice of extraordinary meetings of the supervisory committee shall be served to all the supervisors in written form within a reasonable period in advance. A meeting of the supervisory committee shall be attended by more than half (1/2) of the members of the supervisory committee.
30.	Article 124 To excise its powers, the supervisory committee may engage lawyers, certified public accountants, and practicing auditors to provide professional assistance at reasonable expenses which shall be borne by the Company.	Article 124 To excise its powers, the supervisory committee may engage lawyers, certified public accountants, and practicing auditors to provide professional assistance at reasonable expenses which shall be borne by the Company.
31.	Article 125 Supervisors shall honestly perform the supervisory duty in accordance with relevant laws, administrative regulations and these Articles of Association.	Article 125 The audit committeeSupervisors shall honestly perform the supervisory duty in accordance with relevant laws, administrative regulations and these Articles of Association.
32.	Article 126 In any of the following circumstances, a person shall not serve as director, supervisor, the president, vice presidents or other senior executive of the Company:	Article 126 In any of the following circumstances, a person shall not serve as director, supervisor , the president, vice presidents or other senior executive of the Company:
33.	Article 128 In exercising the functions and powers conferred by the Company, directors, supervisors, the President, vice presidents and other senior management shall fulfil the following obligations to the shareholders in addition to the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange with which the Company is listed:	Article 128 In exercising the functions and powers conferred by the Company, directors, supervisors , the President, vice presidents and other senior management shall fulfil the following obligations to the shareholders in addition to the obligations under the relevant laws, administrative regulations or the listing rules of the stock exchange with which the Company is listed:
34.	Article 129 In exercising rights or fulfilling obligations, the directors, supervisors, the president, vice presidents and other senior management have the duty to act with due discretion, diligence and skill as a reasonable discreet person should do in similar circumstances.	Article 129 In exercising rights or fulfilling obligations, the directors, supervisors , the president, vice presidents and other senior management have the duty to act with due discretion, diligence and skill as a reasonable discreet person should do in similar circumstances.

No.	Prior to the amendments	After the amendments
35.	<p>Article 130 In fulfilling duties, the directors, supervisors, the president, vice presidents and other senior management shall observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but is not limited to) the following obligations:</p> <p>.....</p> <p>(XII) Without the informed consent of the shareholders at a general meeting, not to disclose any confidential information related to the Company acquired by them during the term of their office; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other governmental competent authorities in the following circumstances:</p> <p>1. Required by law;</p> <p>2. Required in the interests of the public; or</p> <p>3. Required for the interests of the said directors, supervisors, the President, vice presidents and other senior management.</p>	<p>Article 127³⁰ In fulfilling duties, the directors, supervisors, the president, vice presidents and other senior management shall observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but is not limited to) the following obligations:</p> <p>.....</p> <p>(XII) Without the informed consent of the shareholders at a general meeting, not to disclose any confidential information related to the Company acquired by them during the term of their office; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other governmental competent authorities in the following circumstances:</p> <p>1. Required by law;</p> <p>2. Required in the interests of the public; or</p> <p>3. Required for the interests of the said directors, supervisors, the President, vice presidents and other senior management.</p>

No.	Prior to the amendments	After the amendments
36.	<p>Article 131 Directors, supervisors, the president, vice presidents and other senior management of the Company shall not tell the following persons or institutions (“Connected Person” in these Articles of Association) to do anything that the directors, supervisors, the president, vice presidents and other senior management cannot do:</p> <p>(I) Spouses or minor offspring of directors, supervisors, the president, vice presidents and other senior management;</p> <p>(II) Trustees of directors, supervisors, the president, vice presidents and other senior management of the Company or persons set out in Item (I) herein;</p> <p>(III) Partners of directors, supervisors, the president, vice presidents and other senior management of the Company or persons set out in Items (I) and (II) herein;</p> <p>(IV) Companies effectively independently controlled by directors, supervisors, the president, vice presidents and other senior management of the Company or companies effectively jointly controlled with the persons set out in Items (I), (II) and (III) herein or other directors, supervisors, the president, vice presidents and other senior management of the Company; or</p> <p>(V) Directors, supervisors, the president, vice presidents and other senior management of the controlled companies as set out in Item (IV) herein.</p>	<p>Article 128³⁴ Directors, supervisors, the president, vice presidents and other senior management of the Company shall not tell the following persons or institutions (“Connected Person” in these Articles of Association) to do anything that the directors, supervisors, the president, vice presidents and other senior management cannot do:</p> <p>(I) Spouses or minor offspring of directors, supervisors, the president, vice presidents and other senior management;</p> <p>(II) Trustees of directors, supervisors, the president, vice presidents and other senior management of the Company or persons set out in Item (I) herein;</p> <p>(III) Partners of directors, supervisors, the president, vice presidents and other senior management of the Company or persons set out in Items (I) and (II) herein;</p> <p>(IV) Companies effectively independently controlled by directors, supervisors, the president, vice presidents and other senior management of the Company or companies effectively jointly controlled with the persons set out in Items (I), (II) and (III) herein or other directors, supervisors, the president, vice presidents and other senior management of the Company; or</p> <p>(V) Directors, supervisors, the president, vice presidents and other senior management of the controlled companies as set out in Item (IV) herein.</p>
37.	<p>Article 132 The honesty obligation of directors, supervisors, the president, vice presidents and other senior management shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation for the Company shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the director and the Company was terminated.</p>	<p>Article 129³² The honesty obligation of directors, supervisors, the president, vice presidents and other senior management shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation for the Company shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the director and the Company was terminated.</p>

No.	Prior to the amendments	After the amendments
38.	Article 133 The liability of directors, supervisors, the president, vice presidents and other senior management of the Company for breaching a given obligation may be exempted through an informed resolution given by shareholders at a general meeting, save for the circumstances specified in Article 54 of these Articles of Association.	Article 130 3 The liability of directors, supervisors , the president, vice presidents and other senior management of the Company for breaching a given obligation may be exempted through an informed resolution given by shareholders at a general meeting, save for the circumstances specified in Article 54 6 of these Articles of Association.
39.	<p>Article 134 (I) If directors, supervisors, the president, vice presidents and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or under planning with the Company (exclusive of engagement contract with the Company), they shall responsively disclose the nature and extent of the said interests to the board of directors regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.</p> <p>.....</p> <p>(VI) Unless the directors, supervisors, the president, vice presidents and other senior management of the Company having material interests have disclosed the said interests to the board of directors as per the preceding paragraph herein, and the board of directors has not counted them in the quorum or approved the said matter at a meeting at which they do not vote, the Company shall have the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the other parties are goodwill parties uninformed of the default of the said directors, supervisors, the president, vice presidents and other senior management.</p> <p>(VII) If the connected persons of the directors, supervisors, the president, vice presidents and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the president, vice presidents and other senior management shall be deemed as having interests.</p>	<p>Article 1314 (I) If directors, supervisors, the president, vice presidents and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or under planning with the Company (exclusive of engagement contract with the Company), they shall responsively disclose the nature and extent of the said interests to the board of directors regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.</p> <p>.....</p> <p>(VI) Unless the directors, supervisors, the president, vice presidents and other senior management of the Company having material interests have disclosed the said interests to the board of directors as per the preceding paragraph herein, and the board of directors has not counted them in the quorum or approved the said matter at a meeting at which they do not vote, the Company shall have the right to cancel the said contracts, transactions or arrangements, save for the circumstance in which the other parties are goodwill parties uninformed of the default of the said directors, supervisors, the president, vice presidents and other senior management.</p> <p>(VII) If the connected persons of the directors, supervisors, the president, vice presidents and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the president, vice presidents and other senior management shall be deemed as having interests.</p>

No.	Prior to the amendments	After the amendments
40.	Article 135 If, before concluding relevant contracts, transactions or arrangements with the Company for the first time, the directors, supervisors, the president, vice presidents and other senior management of the Company have notified the board of directors in writing that they will have interests in the contracts, transactions or arrangements concluded in the future because of the reasons set out in the notice, they will be deemed as having executed disclosure as specified in the preceding article.	Article 132 5 If, before concluding relevant contracts, transactions or arrangements with the Company for the first time, the directors, supervisors , the president, vice presidents and other senior management of the Company have notified the board of directors in writing that they will have interests in the contracts, transactions or arrangements concluded in the future because of the reasons set out in the notice, they will be deemed as having executed disclosure as specified in the preceding article.
41.	Article 136 The Company shall not pay taxes in any form for the directors, supervisors, the president, vice presidents and other senior management thereof.	Article 133 6 The Company shall not pay taxes in any form for the directors, supervisors , the president, vice presidents and other senior management thereof.
42.	<p>Article 137 The Company shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors, the president, vice presidents and other senior management of the Company or its parent company, or to the connected persons of the aforesaid persons. The preceding paragraph does not apply to the following circumstances:</p> <p>(I) The Company provides loan or loan guarantee for its subsidiaries;</p> <p>(II) The Company, in accordance with the engagement contracts approved at the general meeting, provides loan, loan guarantee or other monies to the directors, supervisors, the president, vice presidents and other senior management of the Company so that they may pay the expenses incurred for the Company or for fulfilling duties of the Company; and</p> <p>(III) If the normal business scope of the Company includes provision of loan and loan guarantee, the Company may provide loan and loan guarantee to the relevant directors, supervisors, the president, vice presidents and other senior management and the connected persons thereof, but the conditions for providing loan or loan guarantee shall be normal business conditions.</p>	<p>Article 1347 The Company shall not directly or indirectly provide loan or loan guarantee to the directors, supervisors, the president, vice presidents and other senior management of the Company or its parent company, or to the connected persons of the aforesaid persons. The preceding paragraph does not apply to the following circumstances:</p> <p>(I) The Company provides loan or loan guarantee for its subsidiaries;</p> <p>(II) The Company, in accordance with the engagement contracts approved at the general meeting, provides loan, loan guarantee or other monies to the directors, supervisors, the president, vice presidents and other senior management of the Company so that they may pay the expenses incurred for the Company or for fulfilling duties of the Company; and</p> <p>(III) If the normal business scope of the Company includes provision of loan and loan guarantee, the Company may provide loan and loan guarantee to the relevant directors, supervisors, the president, vice presidents and other senior management and the connected persons thereof, but the conditions for providing loan or loan guarantee shall be normal business conditions.</p>

No.	Prior to the amendments	After the amendments
43.	<p>Article 139 The Company shall not be forced to execute loan guarantee provided in violation of Paragraph I of Article 132 except in the following circumstances:</p> <p>(I) The loan provider does not know that it has provided loan to the connected persons of the directors, supervisors, the president, vice presidents and other senior management of the Company or its parent company; or</p>	<p>Article 136⁹ The Company shall not be forced to execute loan guarantee provided in violation of Paragraph I of Article 132 except in the following circumstances:</p> <p>(I) The loan provider does not know that it has provided loan to the connected persons of the directors, supervisors, the president, vice presidents and other senior management of the Company or its parent company; or</p>
44.	<p>Article 141 If the directors, supervisors, the president, vice presidents and other senior management fail to fulfil the obligations to the Company, the Company shall have the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:</p> <p>(I) Require the directors, supervisors, the president, vice presidents and other senior management to compensate the Company for the losses arising from their neglect of duty;</p> <p>(II) Cancel the contracts or transactions concluded between the Company and the directors, supervisors, the president, vice presidents and other senior management of the Company, or between the Company and a third person (if the third person knows or is supposed to know that the directors, supervisors, the President, vice presidents and other senior management representing the Company have breached their obligations to the Company);</p> <p>(III) Require the relevant directors, supervisors, the president, vice presidents and other senior management to surrender gains arising from breach of obligations;</p> <p>(IV) Recover the amounts, including (but not limited to) commissions, received by the relevant directors, supervisors, the president, vice presidents and other senior management but receivable by the Company; and</p> <p>(V) Require the relevant directors, supervisors, the president, vice presidents and other senior management to surrender interests earned or likely to be earned from monies payable to the Company.</p>	<p>Article 138⁴¹ If the directors, supervisors, the president, vice presidents and other senior management fail to fulfil the obligations to the Company, the Company shall have the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:</p> <p>(I) Require the directors, supervisors, the president, vice presidents and other senior management to compensate the Company for the losses arising from their neglect of duty;</p> <p>(II) Cancel the contracts or transactions concluded between the Company and the directors, supervisors, the president, vice presidents and other senior management of the Company, or between the Company and a third person (if the third person knows or is supposed to know that the directors, supervisors, the President, vice presidents and other senior management representing the Company have breached their obligations to the Company);</p> <p>(III) Require the relevant directors, supervisors, the president, vice presidents and other senior management to surrender gains arising from breach of obligations;</p> <p>(IV) Recover the amounts, including (but not limited to) commissions, received by the relevant directors, supervisors, the president, vice presidents and other senior management but receivable by the Company; and</p> <p>(V) Require the relevant directors, supervisors, the president, vice presidents and other senior management to surrender interests earned or likely to be earned from monies payable to the Company.</p>

No.	Prior to the amendments	After the amendments
45.	<p>Article 142 The Company shall conclude written contracts with directors and supervisors in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations include:</p> <p>(I) Remunerations for directors, supervisors or senior management of the Company;</p> <p>(II) Remunerations for directors, supervisors or senior management of subsidiaries of the Company;</p> <p>(III) Remunerations for providing other services for the management of the Company and subsidiaries thereof; and</p> <p>(IV) Compensations for the said directors or supervisors for losing their positions or for retirement.</p> <p>Save as specified in the aforesaid contracts, the directors and supervisors shall not pursue legal action against the Company for the aforesaid interests.</p>	<p>Article 13942 The Company shall conclude written contracts with directors and supervisors in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations include:</p> <p>(I) Remunerations for directors, supervisors or senior management of the Company;</p> <p>(II) Remunerations for directors, supervisors or senior management of subsidiaries of the Company;</p> <p>(III) Remunerations for providing other services for the management of the Company and subsidiaries thereof; and</p> <p>(IV) Compensations for the said directors or supervisors for losing their positions or for retirement.</p> <p>Save as specified in the aforesaid contracts, the directors and supervisors shall not pursue legal action against the Company for the aforesaid interests.</p>

No.	Prior to the amendments	After the amendments
46.	<p>Article 143 The Company shall specify in the contracts concluded with the directors or supervisors in relation to remunerations that if the Company is acquired, the directors or supervisors shall have the right to seek compensations or other monies for losing their positions or for retirement under the conditions approved at the general meeting. The acquisition herein refers to any of the following circumstances:</p> <p>(I) Tender offer of any person to all the shareholders; or</p> <p>(II) Tender offer of any person to become a controlling shareholder of the Company. The definition of a controlling shareholder is the same as that in Article 55 of these Articles of Association.</p> <p>Any amounts received by the relevant directors or supervisors in violation of the provisions herein shall belong to those who sell their shares in response to the aforesaid tender offer, and the said directors or supervisors shall bear the expenses for distributing the said amounts in proportion, which expenses shall not be deducted from the said amounts.</p>	<p>Article 1403 The Company shall specify in the contracts concluded with the directors or supervisors in relation to remunerations that if the Company is acquired, the directors or supervisors shall have the right to seek compensations or other monies for losing their positions or for retirement under the conditions approved at the general meeting. The acquisition herein refers to any of the following circumstances:</p> <p>(I) Tender offer of any person to all the shareholders; or</p> <p>(II) Tender offer of any person to become a controlling shareholder of the Company. The definition of a controlling shareholder is the same as that in Article 55<u>7</u> of these Articles of Association.</p> <p>Any amounts received by the relevant directors or supervisors in violation of the provisions herein shall belong to those who sell their shares in response to the aforesaid tender offer, and the said directors or supervisors shall bear the expenses for distributing the said amounts in proportion, which expenses shall not be deducted from the said amounts.</p>

No.	Prior to the amendments	After the amendments
47.	<p>Article 187 The Company shall settle disputes following the rules below:</p> <p>(I) In the event of any dispute or claim between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and directors, supervisors, the President, vice presidents and other senior management, and between a holder of overseas listed foreign shares and a holder of domestic shares arising from rights and obligations specified in these Articles of Association, Company Law, Special Regulations and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.</p> <p>The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration award if they are the Company or its shareholders, directors, supervisors, the President, vice presidents and other senior management.</p> <p>Disputes relating to definition of shareholders and shareholders' register may be settled other than through arbitration.</p>	<p>Article 1847 The Company shall settle disputes following the rules below:</p> <p>In the event of any dispute or claim between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and directors, supervisors, the President, vice presidents and other senior management, and between a holder of overseas listed foreign shares and a holder of domestic shares arising from rights and obligations specified in these Articles of Association, Company Law, Special Regulations and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.</p> <p>The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration award if they are the Company or its shareholders, directors, supervisors, the President, vice presidents and other senior management.</p> <p>Disputes relating to definition of shareholders and shareholders' register may be settled other than through arbitration.</p>
48.	—	Other chapters and clause serial numbers are postponed accordingly.

The biographical details of the director candidates for the ninth session of the Board are set out below:

EXECUTIVE DIRECTOR CANDIDATES**Mr. Jing Enji**

Mr. Jing Enji, born in January 1973, is the secretary of the general branch of the Party Committee, executive Director and president of the Company. He is qualified as a lawyer in the PRC and a Level II legal advisor for state-owned enterprises. Mr. Jing joined Beijing Municipal Economic Development and Investment Co., Ltd. (formerly known as Beijing Municipal Economic Development and Investment Company) in July 1996, successively serving as the deputy manager of the asset management department, the manager of the operation management department, the manager of the real estate development department, assistant to the general manager and the manager of the real estate development department, the deputy general manager, the executive deputy general manager, a director and the executive deputy general manager, the deputy secretary of the Party Committee, a director and the general manager. Mr. Jing has served as the secretary of the general branch of the Party Committee, an executive Director and the president of the Company since September 2022. Mr. Jing has held a concurrent post as the chairman of Beiqing Community Media Technology (Beijing) Co., Ltd. since November 2022, and as the chairman of Beijing Beiqing Innovation Cultural Industry Development Co., Ltd. since March 2023. Mr. Jing was appointed as a Director of the Company on 25 November 2021.

Ms. Wu Min

Ms. Wu Min, born in August 1976, is the executive Director, vice president and director of advertising business division of the Company. Ms. Wu graduated from Shijiazhuang Army Command Institute (石家莊陸軍指揮學院) with a bachelor's degree in film and television editing and directing. Ms. Wu successively served as a technician on probation, assistant engineer in Troop 61377 from July 1996 to September 2004, worked in the Office Publicity and Planning Department of BYDA from September 2004 to April 2008, has successively served as the assistant of executive vice president, the assistant of president, vice president and director of advertising business division since she joined the Company in April 2008. Ms. Wu has served as the director, the director and general manager of Beijing Beiqing Outdoor Advertisement Co., Ltd. since May 2017 concurrently, and has served as the director of Beiqing Community Media Technology (Beijing) Co., Ltd. since November 2022 concurrently. Ms. Wu was appointed as a Director of the Company on 17 June 2022.

NON-EXECUTIVE DIRECTOR CANDIDATES**Ms. Sun Baojie**

Ms. Sun Baojie, born in October 1970, is the chairman and non-executive Director of the Company. Ms. Sun is the deputy general manager of Beijing Capital Group Co., Ltd., the chairman of Capital Jingzhong (Tianjin) Investment Co., Ltd., the chairman of Beijing

Jingzhong Industry Development Company Limited* (北京市經中實業開發有限責任公司), the chairman of Beijing Tennis Competition Marketing Co., Ltd.* (北京中國網球公開賽體育推廣有限公司), and the chairman of Eurocity Holding SAS. Ms. Sun successively graduated from the Central Institute of Finance and Banking (now Central University of Finance and Economics) with a bachelor's degree of economics in Investment Economics Management and obtained a Master's Degree of Business Administration from the International MBA Program jointly organised by the Peking University and Fordham University in the United States. Ms. Sun worked at Beijing Capital Land Ltd. (now Beijing Capital Land Co., Ltd.) from January 2006 to October 2013 and successively served as the vice president and executive vice president. From October to December 2013, she was the general manager of Beijing Capital Construction Co., Ltd. From December 2013 to August 2016, Ms. Sun served as director, general manager and the secretary of Party Branch of Beijing Capital Investment and Development Co., Ltd. From August to October 2016, Ms. Sun served as a director of Capital Jingzhong (Tianjin) Investment Co., Ltd. and a director of Beijing Jingzhong Industry Development General Company (now Beijing Jingzhong Industry Development Company Limited* (北京市經中實業開發有限責任公司)). From May to October 2016, she was also a non-executive director of Beijing Capital Land Ltd. (now Beijing Capital Land Co., Ltd.). Ms. Sun has served as the deputy general manager of Beijing Capital Group Co., Ltd. since October 2016.

Ms. Sun has also served as the chairman of Capital Jingzhong (Tianjin) Investment Co., Ltd. since August 2017, the chairman of Beijing Jingzhong Industry Development Company Limited* (北京市經中實業開發有限責任公司) since December 2017, the chairman of Eurocity Holding SAS since July 2019, a director of Beijing Capital City Development Group Co., Ltd.* (北京首創城市發展集團有限公司) and a director of Beijing Capital Land Co., Ltd. since October 2021, and the chairman of Beijing Tennis Competition Marketing Co., Ltd.* (北京中國網球公開賽體育推廣有限公司) since January 2023. Ms. Sun was appointed as a Director and chairman of the Company on 24 February 2023.

Ms. Cui Ping

Ms. Cui Ping, born in December 1974, is a non-executive Director of the Company. Ms. Cui is the general manager (the director) of the Strategic Management Department (Scientific and Technological Innovation Promotion Office) in Beijing Capital Group Co., Ltd. She is a senior statistician and a senior economist. Ms. Cui successively obtained a bachelor's degree in economics management of agriculture and husbandry from Beijing University of Agriculture, a master's degree in professional economics in finance (including taxation) major from Renmin University of China and a master's degree in consultation management and reform management from Conservatoire National des Arts et Métiers. Ms. Cui worked at the Beijing Municipal Bureau of Statistics from August 1997 to September 2015, successively serving as a staff member, deputy principal staff member and principal staff member of the Population and Employment Department, and principal staff member and deputy director of the Monitoring and Assessment Department. Ms. Cui has served as the deputy general manager of the Strategic Management Department, the director of Cultural and Creative Industries Office, the general manager (the director) of the Strategic Management Department (Scientific and Technological Innovation Promotion

Office) of Beijing Capital Group Co., Ltd. since September 2015. Ms. Cui served as the secretary of Party Branch and the chairman of Beijing Capital Venture Investment Co., Ltd. from August 2019 to March 2022, and has served as a director of Beijing Tennis Competition Marketing Co., Ltd.* (北京中國網球公開賽體育推廣有限公司) since January 2021. Ms. Cui was appointed as a Director of the Company on 25 November 2021.

Mr. Wang Hao

Mr. Wang Hao, born in March 1983, is a non-executive Director of the Company. He is the deputy general manager of the Industrial Development Department of Beijing Capital Group Co., Ltd. Mr. Wang obtained a bachelor's degree in electrical engineering from the University of Bristol in the United Kingdom, and a master's degree in Business Administration jointly offered by Tsinghua University and the Chinese University of Hong Kong. Mr. Wang worked at CITIC Securities Co., Ltd. (stock code: 06030.HK, 600030.SH) from June 2007 to August 2010. Mr. Wang worked at Beijing Capital Land Ltd. (now Beijing Capital Land Co., Ltd.) from August 2010 to October 2015, and successively served as the assistant to the chairman of the Capital Management Center and the assistant to the chairman. Mr. Wang has worked at Beijing Capital Group Co., Ltd. since October 2015, and successively served as the deputy general manager of the Synergy Development Department, the deputy general manager of the Real Estate Department and the deputy general manager of the Industrial Development department. Mr. Wang has concurrently served as a non-executive director and a member of the Strategic Investment Committee of Beijing Capital Grand Limited since May 2018. Mr. Wang was appointed as a Director of the Company on 29 December 2023.

Mr. Wang Zechen

Mr. Wang Zechen (formerly known as Wang Huiyong), born in March 1974, is a non-executive Director of the Company. He is currently the vice president of Beijing Chengshang Cultural Communication Co., Ltd. Mr. Wang graduated from Beijing Jiaotong University in human resources management. Mr. Wang worked in the Audiovisual News Center of the Beijing Branch of Xinhua News Agency from February 2000 to December 2001 and held the positions of photographer and editor; Mr. Wang worked in Beijing Television Financial and Economic Channel from December 2001 to October 2006 and held the positions of photographer and film producer; and Mr. Wang has been serving as the vice president of Beijing Chengshang Cultural Communication Co., Ltd. since October 2006. Mr. Wang was appointed as a Director of the Company on 25 November 2021.

Mr. Li Xiaowei

Mr. Li Xiaowei, born in July 1972, has a bachelor's degree. Mr. Li served as the sales manager of Swire Coca-Cola Zhengzhou Ltd. from July 1996 to August 1998. From October 1998 to October 2016, he served as the head of Zhengzhou office, the head of planning section of the regional sales headquarters and the regional manager of North China of Panasonic Home Appliances Sales Company Limited (松下電器家電營銷有限公司). From November 2016 to February 2019, he served as the Legal Entity Representative for the Shandong-Henan-Shanxi Region of LG Electronics (China) Co., Ltd. (樂金電子(中

國)有限公司) and the director of the Living Appliances Product Center (China Operations) (中國區生活家電產品中心), and since March 2019, he has served as the general manager of the marketing department, the executive vice president of smart ecosystem business and general manager of IP operations of Lerong Zhijia (Beijing) Technology Development Co., Ltd. (樂融智家(北京)科技發展有限公司).

INDEPENDENT NON-EXECUTIVE DIRECTOR CANDIDATES

Ms. Shi Hongying

Ms. Shi Hongying, born in April 1972, is an independent non-executive Director of the Company. Ms. Shi obtained a bachelor's degree majoring in law and a master's degree majoring in law education from the Capital Normal University in July 1995 and July 2004, respectively, and obtained the National Lawyer Qualification Certificate in 1998. Since July 1995, Ms. Shi has successively served in the Communist Youth League Committee, the Office of the Communist Party Committee and the Publicity Department of the Communist Party Committee of the Capital Normal University. She was transferred to the teaching position from January 2007 and now serves as an associate professor of the Capital Normal University. Ms. Shi served as a people's juror in the People's Court of Haidian District, a part-time lawyer at Beijing Zhenghai Law Firm (北京市正海律師事務所) and Yingdao Law Firm (英島律師事務所), the director of Criminal Laws Professional Committee to the 10th Beijing Lawyers Association, the director of the 11th Professional Committee for Prevention and Defense of Work-Related Crime, the deputy director of the Rights and Interest Safeguarding Committee for two sessions and a managing director of the Legal Literature Research Institution to China Law Society. Ms. Shi currently works as a part-time lawyer at Beijing Yinghong Law Firm (北京英弘律師事務所), the deputy director of Criminal Laws Professional Committee to the 12th Beijing Lawyers Association, a member of the Criminal Matters Committee and Right Protection Center to All China Lawyers Association, a special-term researcher of the Law Studies Research Institution to China Law Society, an expert of Civil Administrative Prosecution Expert Consultation Network of the Supreme People's Procuratorate and a specialist lawyer of Litigation Service Center of the Supreme People's Court of PRC, a people supervisor (人民監督員) of Beijing People's Procuratorate (北京市人民檢察院) and other social positions. Ms. Shi was appointed as a Director of the Company on 21 June 2019.

Mr. Chan Yee Ping, Michael

Mr. Chan Yee Ping, Michael, born in April 1977, is an independent non-executive Director of the Company. He is a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan graduated from The Hong Kong Polytechnic University with an honour bachelor's degree in accountancy, and has more than twenty years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He is a director of MCI CPA Limited, a certified public accountant firm in Hong Kong. He is currently serving as an independent non-executive director for a company whose shares are listed on the Hong Kong Stock Exchange, namely StarGlory

Holdings Company Limited (formerly named as New Wisdom Holding Company Limited) (stock code: 8213). Since 2012, he also has been serving as a company secretary of another company whose shares are listed on the Main Board of the Hong Kong Stock Exchange, namely Northeast Electric Development Company Limited (stock code: 0042). From September 2017 to December 2018, Mr. Chan served as an independent non-executive director of Prosper One International Holdings Company Limited (stock code: 1470) (Mr. Chan had been criticised by the Hong Kong Stock Exchange for a breach by Prosper One International Holdings Company Limited, details of which are set out in the regulatory announcement issued by the Hong Kong Stock Exchange on 18 May 2022); from November 2018 to February 2021, he also served as an independent non-executive director of Champion Alliance International Holdings Limited (stock code: 1629); and from July 2014 to May 2022, he served as an independent non-executive director of SoftMedx Healthcare Limited (formerly named as China Wah Yan Healthcare Limited) (stock code: 648) (Mr. Chan was involved in a legal proceeding (which are still pending) brought by the Securities and Futures Commission of Hong Kong in the Court of First Instance of Hong Kong in respect of a potential breach issue by SoftMedx Healthcare Limited. Please refer to the announcement of the Company dated 5 September 2024 for details), from July 2014 to September 2024, he served as an independent non-executive director of China Sandi Holdings Limited (shares of which are listed on the Main Board of the Hong Kong Stock Exchange, stock code: 910), the shares of these companies are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Chan served as the company secretary of China Sunshine Paper Holdings Company Limited (shares of which are listed on the Main Board of the Hong Kong Stock Exchange, stock code: 2002) from September 2013 to June 2024. Mr. Chan was appointed as a Director of the Company on 19 June 2020.

Ms. Du Guoqing

Ms. Du Guoqing, born in October 1971, is an independent non-executive Director of the Company. She is currently a professor, a tutor of postgraduate and doctoral students as well as the director of Institute of Advertiser under the Advertising School of Communication University of China. Ms. Du successively obtained a bachelor's degree of education in Chinese Linguistics and Literature from Hebei Normal University (formerly known as Hebei Normal College), a master's degree in journalism and a doctoral degree of advertising from Communication University of China (formerly known as Beijing Broadcasting Institute). Ms. Du worked in Hebei Normal College from 1998 to 2003 and has been working in Communication University of China since 2003. During the period, Ms. Du has served as the director of Institute of Advertiser of Communication University of China since 2002, and served as the editor-in-chief of MARKET OBSERVER — Advertiser (《市場觀察 — 廣告主》) by China Enterprise Confederation from 2002 to 2007, a researcher of the headquarter of Dentsu Group (4324.TYO) in Tokyo, Japan from January 2010 to March 2010, the deputy director and director of the Public Relation Department under Communication University of China from 2010 to 2018. Ms. Du is currently the editor-in-chief of New Trend (《新趨勢》), an executive member of Advertising Artistic Committee of China TV Artists Association, a member of Law and Ethics Committee of China Advertising Association, a member of Academic Committee of China International Public Relations Association, an expert judge of Dentsu • China Advertising Talent

Training Fund project, and a distinguished expert of the Asia Media Research Centre of Communication University of China and of the National Image Research Center of Tsinghua University. Ms. Du was appointed as a Director of the Company on 25 November 2021.

Mr. Kong Weiping

Mr. Kong Weiping, born in May 1969, is an independent non-executive Director of the Company. He is the partner of DeHeng Law Offices. Mr. Kong graduated from the Department of Education of Beijing Normal University (北京師範大學) with a master's degree in education management in July 1996. Mr. Kong served as an independent director of Zhongjin Gold Corporation Limited (stock code: 600489.SH) from May 2008 to May 2014; an independent director of SDIC Zhonglu Fruit Juice Co., Ltd. (國投中魯果汁股份有限公司) (stock code: 600962.SH) from April 2013 to April 2019; an independent director of Sinomine Resource Group Co., Ltd. (中礦資源集團股份有限公司) (stock code: 002738.SZ) from April 2014 to May 2020; an external director of BBMG Assets Management Co., Ltd. from August 2015 to November 2018; and an independent director of Zotye Automobile Co., Ltd. (眾泰汽車股份有限公司) (stock code: 000980.SZ) from July 2017 to February 2022. Mr. Kong has served as an external director of Beijing North Star Company Limited (北京北辰實業集團有限責任公司) since December 2018; an external director of Beijing Tianqiao Zenith Investment Group Co., Ltd. (北京天橋盛世投資集團有限責任公司) since January 2020; an external director of Beijing Huafang Investment Company Limited (北京華方投資有限公司) since April 2020; an independent non-executive director of Beijing Capital Jiaye Property Services Co., Limited (stock code: 2210.HK) since October 2021; an external supervisor of Beijing Tong Ren Tang Company Limited (北京同仁堂股份有限公司) (stock code: 600085.SH) since June 2021; an external director of Beijing Gas Energy Development Co., Ltd. since March 2024; and an independent director of Tianshan Material Co., Ltd. (stock code: 000877.SZ) since April 2024. Mr. Kong was appointed as a Director of the Company on 17 June 2022.

Save as disclosed in the above biographical details, as at the Latest Practicable Date, each of the Director candidates does not have any relationship with any directors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company, nor holds any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years. As at the Latest Practicable Date, each of the Director candidates does 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).



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 (the “Company”) will be held at 2:00 p.m. on Friday, 13 June 2025 at the Conference Room 704, the 7th Floor, Beijing Youth Daily Building, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the People's Republic of China (the “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 2024.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2024.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2024.
4. To consider and, if thought fit, to approve the consolidated annual financial budgets of the Company for the year 2025.
5. To consider and, if thought fit, to approve ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2025, and to authorize the audit committee of the Board of the Company to determine its remuneration.
6. To consider and, if thought fit, to approve the abolishment of the Supervisory Committee of the Company.
7. To consider and, if thought fit, to approve the re-election of Ms. Sun Baojie as a non-executive director of the Company, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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8. To consider and, if thought fit, to approve the re-election of Mr. Jing Enji as an executive director of the Company, and to authorize 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 Ms. Cui Ping as a non-executive director of the Company, and to authorize 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. Wang Hao as a non-executive director of the Company, and to authorize 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. Wu Min as an executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine her remuneration, and to authorize 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 appointment of Mr. Li Xiaowei as a non-executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine his remuneration, and to authorize 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. Wang Zechen as a non-executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine his remuneration, and to authorize 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. Shi Hongying as an independent non-executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine her remuneration, and to authorize 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. Chan Yee Ping, Michael as an independent non-executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine his remuneration, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

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16. To consider and, if thought fit, to approve the re-election of Ms. Du Guoqing as an independent non-executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine her remuneration, and to authorize 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. Kong Weiping as an independent non-executive director of the Company, to authorize the remuneration committee of the Board of the Company to determine his remuneration, and to authorize any director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

As Special Resolution

18. To consider and, if thought fit, to approve the amendments to the Articles of Association (details of which are set out in the circular of the Company dated 23 May 2025).

By order of the Board
Beijing Media Corporation Limited
Sun Baojie
Chairman

Beijing, the PRC

23 May 2025

As at the date of this notice, the Board comprises: the executive directors of the Company, Jing Enji and Wu Min; the non-executive directors of the Company, Sun Baojie, Cui Ping, Wang Hao, Wang Zechen and Zhang Lei; and the independent non-executive directors of the Company, Shi Hongying, Chan Yee Ping, Michael, Du Guoqing and Kong Weiping.

Please also refer to the published version of this notice on the Company's website at www.bjmedia.com.cn.

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 Tuesday, 10 June 2025 shall be entitled to attend the AGM.

NOTICE OF AGM

Holders of H shares intending to attend and vote at the AGM to be held on Friday, 13 June 2025 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 9 June 2025.

2. 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.

3. Registration Procedures for Attending the AGM

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.

4. Closure of Register of Members of H Shares

The register of members of H Shares will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025 (both days inclusive).

5. 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.

6. Miscellaneous

- (1) The AGM 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 Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

NOTICE OF AGM

- (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 8534 0766
Fax: (+86) 10 8534 0766