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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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)

MAJOR AND CONTINUING CONNECTED TRANSACTION IN RELATION TO THE 2026 SUPPLEMENTAL AGREEMENT TO THE SINGLE ASSET MANAGEMENT CONTRACT AND NOTICE OF AGM

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

Gram Capital Limited
嘉林資本有限公司

A letter from the Board is set out on pages 4 to 24 of this circular and a letter from the Independent Board Committee, containing its recommendations to the Independent Shareholders, is set out on pages 25 to 26 of this circular. A letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders, is set out on pages 27 to 43 of this circular.

A notice convening the AGM to be held at 2:00 p.m. on Tuesday, 16 June 2026 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 70 to 72 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.

26 May 2026

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

"AGM"	the 2025 annual general meeting to be convened by the Company on 16 June 2026
"Articles of Association"	the articles of association of the Company
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Beijing SASAC"	State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會)
"Board"	the board of Directors of the Company
"Bond Repurchase Business"	a bond-based short-term capital financing business, including pledged repurchase (質押式回購) and outright repurchase (買斷式回購). The bond holder (positive repurchase party) pledges or sells the bond to the bond buyer (reverse repurchase party), and the two parties agree that on a future date, the positive repurchase party will buy back an equal amount of the same bond from the reverse repurchase party at a pre-agreed price. The specific transaction period is subject to the regulations of the People's Bank of China
"BYDA"	Beijing Youth Daily Agency (北京青年報社), comprising public institution division and enterprise division
"Capital Group"	Beijing Capital Group Co., Ltd. (北京首都創業集團有限公司), the actual controller of the Company
"Capital Securities"	Capital Securities Co., Ltd. (首創證券股份有限公司)
"China Bond rating"	the bond rating by China Central Depository & Clearing Co., Ltd. (CCDC), which is usually different from bond rating of external rating institutions due to different rating basis. Therefore, based on the industrial practice, the bond rating under the Single Asset Management Contract excludes that of China Bond rating
"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 Hong Kong Stock Exchange
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules

"CSRC"	China Securities Regulatory Commission
"Custodian Bank"	Beijing Branch of Bank of Communications Co., Ltd.
"Director(s)"	the director(s) of the Company
"Entrusted Assets"	the entrusted assets managed by Capital Securities for the Company under the Scheme pursuant to the Single Asset Management Contract
"Extended Period"	the period from 17 June 2026 to 16 June 2029
"Group"	the Company and its subsidiaries
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Board Committee"	an independent board committee of the Board comprising all the independent non-executive Directors, who have no material interest in the transactions contemplated under the Single Asset Management Contract, namely Ms. Shi Hongying, Mr. Chan Yee Ping, Michael, Ms. Du Guoqing and Mr. Kong Weiping, aiming to provide advice to the Independent Shareholders on the entering into of the 2026 Supplemental Agreement
"Independent Financial Adviser" or "Gram Capital"	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the entering into of the 2026 Supplemental Agreement
"Independent Shareholders"	shareholders who have no material interest in the transactions contemplated under the 2026 Supplemental Agreement and are not required to abstain from voting on the relevant resolution at the AGM
"Latest Practicable Date"	21 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

"PRC"	the People's Republic of China, which, for the purpose of this circular only, excludes the Hong Kong Special Administrative Region of the PRC, Macao Special Administrative Region of the PRC and Taiwan
"Proposed Annual Cap"	during the Extended Period of the Single Asset Management Contract, the maximum daily balance of the Entrusted Assets managed by Capital Securities shall not exceed RMB100 million
"RMB"	Renminbi, the lawful currency of the PRC
"Scheme" or the "Single Asset Management Scheme"	the open-end, fixed-income single asset management scheme provided by Capital Securities to the Company under the Single Asset Management Contract
"SFO"	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
"Shareholder(s)"	the shareholder(s) of the Company
"Single Asset Management Contract"	the Asset Management Contract for the Capital Securities — Beijing Media Single Asset Management Scheme entered into by the Company, Capital Securities and Custodian Bank dated 19 April 2022 and extended by the 2023 Supplemental Agreement and the 2026 Supplemental Agreement
"Supervisor(s)"	the supervisor(s) of the Company
"2023 Supplemental Agreement"	the supplemental agreement to the Single Asset Management Contract entered into by the Company, Capital Securities and Custodian Bank dated 25 April 2023
"2026 Supplemental Agreement"	the supplemental agreement to the Single Asset Management Contract entered into by the Company, Capital Securities and Custodian Bank dated 20 May 2026

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

Non-Executive Directors:
Nie Sen
Wang Hao
Li Zhen
Li Xiaowei
Wang Zechen

Independent Non-Executive Directors:
Shi Hongying
Chan Yee Ping, Michael
Du Guoqing
Kong Weiping

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

26 May 2026

To the Shareholders

Dear Sir or Madam,

MAJOR AND CONTINUING CONNECTED TRANSACTION IN RELATION TO THE 2026 SUPPLEMENTAL AGREEMENT TO THE SINGLE ASSET MANAGEMENT CONTRACT AND NOTICE OF AGM

I. INTRODUCTION

References are made to the announcement dated 25 April 2023 and circular dated 25 May 2023 of the Company, in relation to, amongst other matters, the renewal of the Single Asset Management Contract by the Company, Capital Securities and the Custodian Bank through the execution of the 2023 Supplemental Agreement. Furthermore, during the term

of the 2023 Supplemental Agreement, the Company entered into supplemental agreements in July 2024 and January 2025 to amend the procedures for changing the manager and to adjust the custodian fees. The Company further refers to the announcement dated 20 May 2026, in relation to the 2026 Supplemental Agreement to the Single Asset Management Contract entered into by the Company, Capital Securities and Custodian Bank, to extend the term of the Single Asset Management Contract for three years from 17 June 2026 to 16 June 2029, and make certain amendments to the Single Asset Management Contract, mainly including the adjustment of the performance fee calculation benchmark. The Board recommended that, within the Extended Period of the Single Asset Management Contract, the maximum daily balance of the Entrusted Assets managed by Capital Securities shall not exceed RMB100 million. The transactions under the 2026 Supplemental Agreement and the Proposed Annual Cap constitute major and continuing connected transactions for the Company under the Listing Rules, and are subject to the reporting, announcement, annual review and the Independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

The Company will convene the AGM at 2:00 p.m. on Tuesday, 16 June 2026, for the purpose of, among others, seeking Independent Shareholders' approval of the above transactions under the 2026 Supplemental Agreement. Other resolutions to be proposed to Shareholders at the AGM include: the report of the Board for 2025, the audited financial statements of the Company for 2025, the consolidated annual financial budgets of the Company for the year 2026 and the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2026 and to authorize the audit committee of the Board of the Company to determine its remuneration.

The purpose of this circular is to provide you with all information reasonably necessary to enable you to make an informed decision on the consideration of the resolutions at the AGM, including but not limited to, (i) the particulars of the 2026 Supplemental Agreement; (ii) details of the consolidated annual financial budgets of the Company for the year 2026; (iii) details of re-appointment of auditor for the year 2026 by the Company; and (iv) a notice of the AGM.

II. MAJOR AND CONTINUING CONNECTED TRANSACTION

1. The Principal Terms of The 2026 Supplemental Agreement

The principal terms of the supplemented Single Asset Management Contract are as follows:

Date of the 2026 Supplemental Agreement:	20 May 2026
Parties:	(1) the Company (as entrustor); (2) Capital Securities (as manager); and (3) the Custodian Bank (as custodian).

Entrusted Assets:	Within the validity period of the Single Asset Management Contract, the Company shall have the right to add to and withdraw from the Entrusted Assets, and no restriction on the maximum amount of redemption for the withdrawal of Entrusted Assets will be set: For the addition to the Entrusted Assets, the Company shall notify Capital Securities by email and telephone by 1:00 p.m. at least one business day in advance, and transfer the additional assets to the escrow account. After the Custodian Bank confirms receipt of the additional Entrusted Assets, Capital Securities and the Company will seal the Confirmation Letter of Additional Entrusted Assets, which serves as the confirmation document for the additional Entrusted Assets. For the withdrawal of the Entrusted Assets, the Company shall submit the sealed Notice of Withdrawal of Entrusted Assets to Capital Securities by 1:00 p.m. at least one business day before the application date for withdrawal of the Entrusted Assets. After Capital Securities confirms by affixing its seal, Capital Securities will send an asset transfer instruction to the Custodian Bank, notifying it to transfer the corresponding assets from the escrow account to the account designated by the Company within two days following the application date for withdrawal of the Entrusted Assets (i.e. the date on which the Company applies to withdraw Entrusted Assets as stated in the Notice of Withdrawal of Entrusted Assets). The document sealed by the Company and Capital Securities will serve as the confirmation document for the withdrawal of Entrusted Assets. Neither Capital Securities nor the Custodian Bank shall bear any responsibility for asset realization losses arising from the late notification by the Company.

	In case of special circumstances (including exceptional events outside the ordinary course which may temporarily affect the manager's ability to process withdrawals or redemptions in the usual manner or timeframe), the Company may handle the matter otherwise upon mutual agreement with Capital Securities and the Custodian Bank provided that such handling does not violate relevant requirements of laws and regulations.
Asset Management and Investment Services:	Capital Securities shall provide the Company with asset management and investment services in respect of the Entrusted Assets in accordance with the investment scope and investment ratio set out below: The Scheme aims to primarily invest in debt investment products such as fixed-income products (including cash) and can participate in Bond Repurchase Business. In particular, the credit rating of fixed-income products such as corporate bonds, enterprise bonds, mid-term bills and other credit debts to be invested in should be issuer rating (without considering China Bond rating) or bond rating with at least one rated AA+ or above; the credit rating of short-term financing bond and ultra-short-term financing bond shall be A-1 or above (in case of no bond rating, the issuer rating shall be AA or above), and the issuers of all such bonds shall be state-owned holding enterprises. The Scheme shall not invest in asset management products other than public securities investment funds, nor shall it directly invest in credit assets of commercial banks or finance local government and its delegates in violation of regulations.

Within six months from the commencement of the operating period of the investment, the ratio of the investment portfolio under the Scheme shall satisfy the following requirements: (1) fixed-income and cash assets shall account for 80% (inclusive)-100% of the total assets of the Scheme, and to avoid unilateral downside risk of fixed income products, the proportion of investment in fixed income assets may be lower than 80% of the total assets of the Scheme, but it shall not be lower than 80% of the total assets of the Scheme for six months in a row; (2) the balances of the funds for reverse bond repurchase and forward bond repurchase shall not exceed 100% and 50%, respectively, of the net assets of the Scheme on the previous day; (3) the total assets of the Scheme shall not exceed 200% of the net assets of the Scheme. If the proportion of the investment in bonds issued by the same issuer and its related parties exceeds 50% of its net assets in the Scheme, the total assets of the Scheme shall not exceed 120% of its net assets. Investment in treasury bonds, central bank notes, policy financial bonds, local government bonds and other investment varieties approved by the CSRC are not subject to the aforementioned regulations; (4) in terms of market value, investment in a single underlying bond (except for interest rate bonds) shall not exceed 25% of the total size of such invested bond, nor 25% of the net assets of the Scheme; (5) investment in the other same asset (except for bank demand deposits, treasury bonds, central bank bills, policy financial bonds, local government bonds and other investment products recognized by the CSRC) other than bonds shall not exceed 25% of the net assets of the Scheme, nor 25% of such invested asset; and (6) investment in bonds issued by the same issuer shall not exceed 25% of the net asset value of such bond product.

Asset Custody Services:	The Custodian Bank opens an escrow account in the name of the Scheme for the Entrusted Assets and opens a securities account or other specific account for specific use by the Scheme for Capital Securities. The Company will deposit the Entrusted Assets in the escrow account, and the Custodian Bank shall provide asset custody services to the Company and Capital Securities in respect of the Entrusted Assets, perform the obligation of supervising the investment and arrange payment in accordance with the terms and conditions under the Single Asset Management Contract.
Distribution of Returns:	If the balance of bond interests, bonus, dividend, securities dealing spread, interest on bank deposits and other legal income deriving from the same-day investment under the Scheme deducting legal expenses, being profit available for distribution, is positive, Capital Securities may fix such date as the income distribution date, and make a distribution within five business days after the income distribution date to the extent of the profit available for distribution on the income distribution date, in other words, in principle, upon confirmation by Capital Securities and the Custodian Bank, the profit available for distribution will be transferred to the Entrusted Assets share on the next business day following the income distribution date.

If, upon termination of the Scheme, there are Entrusted Assets that cannot be liquidated, the Custodian Bank shall, following the instructions of Capital Securities, transfer the then profits available for distribution in the form of monetary funds into the Company's fund account. The remaining illiquid assets shall be liquidated on a delayed basis upon mutual agreement among the Company, Capital Securities, and the Custodian Bank. Such assets shall be liquidated within ten business days from the date they become realizable, and the proceeds shall be transferred in the form of monetary funds into the Company's fund account.

Early Warning and Stop-loss Mechanism:

The early warning line of the Scheme is RMB0.9800. During the term of the Scheme, if the net value per unit of the Entrusted Assets at the end of the trading day (T day) reaches or falls below the warning line, Capital Securities will send an early warning to the Company by email on T + 1 day, and will adjust the position from T + 1 day by only selling or conducting redemption and related investment operations and no longer conducting purchase or application (subscription) and related investment operations. From the next trading day after the net value per unit of the Entrusted Assets recovers to RMB1.0000 (inclusive) or more, the Scheme can resume buying or application (subscription) and related investment operations.

The stop-loss line of the Scheme is RMB0.9000. During the term of the Scheme, if the net value per unit of the Entrusted Assets at the end of the trading day (T day) reaches the stop-loss line, Capital Securities will begin to realise all the non-cash assets held by the Scheme on the next trading day (T + 1 day) and inform the Company by email. The Company has the right to terminate the Scheme as and when appropriate based on realisation.

Charges under the Scheme:

The Company shall pay:

To Capital Securities

(1) the management fee:

at 0.2% per annum based on the net asset value of the Entrusted Assets on the previous calendar day, to be accrued on a daily basis and paid on a quarterly basis; and

(2) the performance fee:

to be accrued (i) on the date of application for withdrawal of the Entrusted Assets, (ii) on the income distribution date, or (iii) upon expiry or liquidation of the Scheme (collectively, the "**performance fee accrual date(s)**");

calculated based on the realised gains on investments (i.e. various types of gains obtained from the investment operation of Entrusted Assets, including but not limited to investment bonus, dividends, bond interest, the price difference between buying and selling securities, bank deposit interest and other income) of the Scheme during the performance fee accrual period (i.e. from the commencement of the Scheme to the first performance fee accrual date or the period from each performance fee accrual date to the next performance fee accrual date): if the actual annualised return rate*(Note)* exceeds 2.5% which is the benchmark annualised return rate, then 30% of the excess portion shall be payable by the Company to Capital Securities as performance fee for such performance fee accrual period; if the annualised return rate is lower than or equal to 2.5%, no performance fee for such performance fee accrual period is required to be paid by the Company;

to be taken by Capital Securities at most once every six months, except when the Company exits the Scheme.

Note:

Actual annualised return rate = (net value per unit of Entrusted Assets at the end of the period - net value per unit of Entrusted Assets at the beginning of the period)/net value per unit of the Entrusted Assets at the beginning of the period* 100%* (365/days of operations from the beginning (inclusive) to the end of the period (exclusive)). Among them, the net value per unit of Entrusted Assets = (total value of Entrusted Assets - liabilities of Entrusted Assets)/total units of Entrusted Assets. The total value of Entrusted Assets refers to the total value of various types of negotiable securities, principal and interest of bank deposits, securities investment fund shares and other assets under the Scheme.

To the Custodian Bank

the custodial fee: at 0.02% per annum based on the net asset value of the Entrusted Assets on the previous calendar day, to be accrued on a daily basis and paid on 20 December every accounting year (or the next business day in case such day is not a business day) and the termination date of the Single Asset Management Contract (or the date for early termination).

Information Disclosure and Reporting:

Capital Securities shall disclose the net value of Entrusted Assets share under the Scheme to the Company at least once every trading day; circulate quarterly and annual reports on management and custody to the Company, explaining the investment performance, investment portfolio, returns distribution, value changes, changes of investment managers, and substantial related transactions of the Entrusted Assets during the reporting period.

If an event occurs that materially affects the continuous operation of the Scheme, the interests of clients, and the net asset value during the existence of the Scheme, Capital Securities shall disclose it to the Company within five business days from the date of the occurrence of the relevant event.

Additionally, Capital Securities shall provide the Company with a statement on a quarterly basis, including the number and net value of the Entrusted Asset share held by the Company under the Scheme, details of contributions and withdrawals, as well as income distributions and other relevant information.

Term of the Contract: As agreed by the parties, the term of the Single Asset Management Contract will be extended for three years based on the original expiration date, i.e. the Extended Period shall be three years from 17 June 2026. Thereafter, the contract may be terminated early or further extended based on actual operation.

Termination of the Contract: The Scheme will be terminated in the case of the occurrence of the following. The Single Asset Management Contract will be terminated once the Scheme is terminated:

(1) the Scheme expires and is not renewed;

(2) it is terminated by the Company, Capital Securities and the Custodian Bank upon negotiation;

(3) Capital Securities is disqualified from asset management business in accordance with the law, or dissolved, cancelled, declared bankrupt in accordance with the law without new manager succeeding within six months;

(4) the Custodian Bank is disqualified from fund custody in accordance with the law, or dissolved, cancelled, declared bankrupt in accordance with the law without new custodian succeeding within six months;

(5) failure to complete the filing or non-filing in the Asset Management Association; or

(6) other terminations required by laws, administrative regulations, the Single Asset Management Contract and the CSRC.

Liabilities for Default:

Except for special circumstances such as force majeure, if Capital Securities and the Custodian Bank violate the provisions of laws, administrative regulations or the Single Asset Management Contract and cause damage to the Entrusted Assets or the Company in the process of performing their respective duties, they should be respectively liable for their own actions and for direct losses according to law.

If Capital Securities violates the relevant provisions of laws and administrative regulations, and is legally revoked by the CSRC for the securities asset management business license, ordered to suspend business for rectification, or unable to perform its duties due to business suspension, dissolution, revocation, bankruptcy, etc., it shall properly handle relevant matters in accordance with relevant regulatory requirements.

2. Financial Information on the Single Asset Management Scheme

As at 31 December 2025, 31 December 2024 and 31 December 2023, the actual maximum daily balance of Entrusted Assets under the Single Asset Management Contract were RMB141,868,724.51, RMB114,270,773.64 and RMB167,152,103.13, respectively.

The following sets out the total profit and net profit generated from the transactions under the Single Asset Management Contract for the two financial years ended 31 December 2025:

	For the year ended 31 December 2024 *RMB* (Audited)	For the year ended 31 December 2025 *RMB* (Audited)
Total Profit	5,560,167.80	3,301,453.18
Net Profit	5,560,167.80	3,301,453.18

3. Basis for Pricing and the Proposed Annual Cap

Basis for Pricing

As at 31 March 2026, the net asset value of the Entrusted Assets under the Single Asset Management Contract was RMB96,805,609.40. As of 31 March 2026, the net value per unit of Entrusted Assets was RMB1.1071, representing an annualised return rate of approximately 4.68%; from 17 June 2023 to 31 March 2026, the Company is required to pay a fixed management fee and excess remuneration of RMB2,242,248.73 to Capital Securities and a custody fee of approximately RMB221,983.09 to the Custodian Bank according to the agreed annual rates.

Prior to entering into the 2026 Supplemental Agreement, the Company has reviewed the pricing policy for the Single Asset Management Contract during the Extended Period with reference to the actual amount incurred under the Single Asset Management Contract based on the latest market conditions.

In particular, the Company obtained and reviewed the following core reference documents from Capital Securities: (i) a ledger of asset management products of size and nature comparable to those under the Single Asset Management Contract, currently managed by Capital Securities and offered to independent third parties, which set out the respective product's details including the product name, the product type, the annual management fee rate and the accrual ratio of performance fees; and (ii) a table containing publicly available data of the CSI AA+ Credit Bond Index (931190.CSI), being a credit bond index commonly used as a performance benchmark and pricing reference for bond products. Based on the above, the Company further conducted statistical analysis to determine the market levels of the relevant fee rates and the trends thereof, as well as the fee rates offered by Capital Securities to independent third-party clients.

The Company believes that the pricing policy under the Single Asset Management Contract during the Extended Period has sufficient market basis and is concluded after arm's length negotiation between the parties based on normal commercial terms, and is fair and reasonable.

When concluding the management fee and performance fee payable by the Company to Capital Securities under the Single Asset Management Contract during the Extended Period, the Company has taken into account the following factors:

(1) the terms currently offered to the Company by two comparable independent financial institutions in China in respect of asset management and investment services of similar nature and amounts involved, including the management fees ranging from 0.2% to 0.5% per annum, the benchmark annualised return rate of the accrual basis of the performance fee ranging from 2% to 2.3%, and the ratio of the excess portion of the accrual ratio of performance fees ranging from 20% to 60%. In contrast, Capital Securities charges the Company comparable fixed management fees, with a higher accrual basis and a lower accrual ratio of performance fees;

(2) the fixed management fee (i.e. 0.2% per annum) charged by Capital Securities to the Company is lower than the average management fee (i.e. 0.42% per annum) currently charged by Capital Securities to independent third parties for asset management and investment services of similar nature and amount;

(3) the accrual basis of the performance fee (i.e. 2.5%) charged by Capital Securities to the Company is calculated based on the recent coupon rates of bonds rated AA and above, and the market interest rate of bond pledge-style repurchase and the recent accrual benchmarks charged by Capital Securities to other independent third-party clients; and

(4) the accrual ratio of performance fees (i.e. 30%) charged by Capital Securities to the Company is lower than the current average accrual ratio of performance fee charged by Capital Securities to independent third parties for asset management and investment services of similar nature and amount (i.e. approximately 60%).

While concluding the custody fee (i.e. 0.02% annual rate) payable by the Company to the Custodian Bank under the Single Asset Management Contract during the Extended Period, the Company has taken into account the following factors:

(1) fixed-rate custodial fee is one of the common quotation methods for the custodial fees of standardized securities companies' asset management products;

(2) the annual rate of custodial fees charged by other custodian banks under a single asset management product of a similar scale (i.e. RMB100 million to RMB200 million) of Capital Securities ranges from 0.05% to 0.08%; and

(3) the annual rate of custodial fee payable by the Company to the Custodian Bank under the Single Asset Management Contract is lower than the annual rate of custodial fee charged by the Custodian Bank for products of similar scale.

The Proposed Annual Cap

The validity period of the Single Asset Management Contract (as extended by the 2023 Supplemental Agreement) was three years commencing from 17 June 2023, during which the maximum daily balance of the Entrusted Assets managed by Capital Securities was RMB200 million. The Directors continuously monitor whether the actual amount incurred in respect of the Entrusted Assets under the Single Asset Management Contract exceeds the maximum daily balance. From 17 June 2023 to 31 March 2026, the actual maximum daily balance of the Entrusted Assets under the Single Asset Management Contract was RMB166,226,503.76, which has not exceeded the maximum daily balance of RMB200 million of the Entrusted Assets established above.

The Board recommended that, during the Extended Period of the Single Asset Management Contract, the maximum daily balance of the Entrusted Assets managed by Capital Securities is RMB100 million. When determining the above Proposed Annual Cap, the Directors have considered the following factors:

(1) As at 31 March 2026, the net asset value of the Entrusted Assets under the Single Asset Management Contract was RMB96,805,609.40, based on the overall requirements regarding liquidity, risk tolerance, and return objectives, the Company expects that during the Extended Period, in addition to the Group's daily operating capital and aforesaid investment amount, the Group still has funds available for investment management of approximately RMB19 million, including the Group's existing idle funds of approximately RMB11 million and the estimated idle earnings of approximately RMB8 million through other investment methods such as funds and equity each year; and

(2) The expected return on investment on the Entrusted Assets under the Single Asset Management Contract during the Extended Period projected based on the actual income performance of the Scheme under the Single Asset Management Contract, economic operating trends and other factors.

4. Reasons for and Benefits of Entering into the 2026 Supplemental Agreement

The Company has achieved good income return through the Single Asset Management Contract. As of 31 March 2026, the annualised return on the Company's investments under the Single Asset Management Contract, was approximately 4.68%, which was much higher than the return on the Group's management of idle funds by way of bank demand deposits for the previous three years ended 31 December 2025 (not exceeding 1.95% per annum). The Company has established a good cooperation relationship with Capital Securities in the process. With the improvement of the cash management experience and professionalism of Capital Securities, the Company believes that Capital Securities will bring more efficient cash management services to the Company and looks forward to obtaining better investment returns. Accordingly, the Company entered into the 2026 Supplemental Agreement with Capital Securities and the Custodian Bank, to continue to entrust Capital Securities to manage the Company's idle fund for the Company without affecting the ordinary operating liquidity.

Despite the coexistence of revenue and risks in the wealth management products and there being no guarantee of principal for the products due to policy restrictions, having considered that, among others, (i) the Scheme under the Single Asset Management Contract is specially customized for the Company (as the sole entrustor) by Capital Securities, which enables the Company to negotiate with Capital Securities on investment and operation details (including exclusive investment scope and ratio, early warning and stop-loss mechanism of the Scheme and post-investment management services, etc.), customize the investment products that are truly suitable for the Company in terms of risks and returns, and have the right to require Capital Securities to report the operation of the Scheme to the Company in a timely manner, and keep abreast of investment product information; (ii) Capital Securities has extensive experience and proven track record in cash management, including the average annual return rate of 2.4% and 2.6% for single asset management products in similar amount of Capital Securities in the past one year and the past three years respectively and the actual rate of return on investments of the Company achieved by the Scheme; (iii) the Entrusted Assets shall be invested in the investment products with relatively low risks, and the early warning and stop-loss mechanism and flexible withdrawal of Entrusted Assets pursuant to the Single Asset Management Contract will protect the Company from any significant investment loss under the Scheme and will not affect the ordinary operating liquidity of the Group; (iv) the comparison between the management fee and performance fee charged by Capital Securities from the Company under the Single Asset Management Contract and the management fee and performance fee (including accrual basis and ratio) charged by independent securities companies in respect of similar asset management and investment services as well as those charged by Capital Securities from the independent third parties; (v) the arrangement of performance fee is commercial charging practices for similar plans and will motivate Capital Securities to obtain more returns for the Company; and (vi) according to the 2026 Supplemental Agreement, extending the term of the Single Asset Management Contract can prevent the Company from having to go through the approval process for short-term renewals

every year, thereby improving fund management efficiency and reducing administrative costs, the Directors (excluding the independent non-executive Directors whose opinions will be set out in the Letter from the Independent Board Committee in this circular) are of the view that the 2026 Supplemental Agreement and the transactions contemplated thereunder, despite not entered into in the ordinary and usual course of business of the Group, are fair and reasonable, on normal commercial terms, and in the interest of the Company and its Shareholders as a whole.

5. Internal Control Measures

(1) Notwithstanding the sound investment strategy and risk control system of the wealth management products issued by Capital Securities under the Single Asset Management Contract, due to the coexistence of revenue and risks in the wealth management products and there being no guarantee of principal for the products due to policy restrictions, the Company will strengthen the project management on investment particulars of Capital Securities. The Company's Finance Department will assign a responsible person for daily verification of the daily net value, accrual management fee and performance fee of the Entrusted Assets. The Company's Finance Department is responsible for reviewing the quarterly and annual reports on management and custody submitted by Capital Securities to ensure the compliance with the terms of the Single Asset Management Contract, while the Audit Committee of the Board is responsible for continuously monitoring and inspecting the short-term wealth management business of monetary funds of the Company, and is entitled to appoint internal and external experts to conduct special audit of the wealth management business if necessary;

(2) The Company's Finance Department is responsible for adding and withdrawing the Entrusted Assets under the Single Asset Management Contract upon the approval from the Company's president based on the actual operating situation and the demand for funds, and shall regularly report the capital operation and return details of the transactions under the Single Asset Management Contract and relevant analysis report to the president of the Company and the Board on a monthly basis;

(3) The Company's Finance Department and the Office of the Board will keep examining, monitoring, collecting and assessing the details of the continuing connected transactions under the revised Single Asset Management Contract, including but not limited to the execution, the actual transaction amounts and payment arrangements of the Single Asset Management Contract to ensure the scope in the revised Single Asset Management Contract and the Proposed Annual Cap are not exceeded;

(4) The Company will continue to improve its relevant internal control system, including establishing special short-term wealth management system, improving the monitoring mechanism for the Single Asset Management

Contract and other short-term wealth management schemes and implementing the delineation between relevant rights and responsibilities to ensure the compliance of the Company's continuing connected transactions;

(5) The independent non-executive Directors will continue to review continuing connected transactions, and confirm whether the relevant transactions are entered into in the ordinary and usual course of the business of the Group, whether on normal commercial terms or better, and whether the terms of relevant agreements are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and

(6) The Company's auditor will conduct annual review on the pricing and the annual cap of the continuing connected transactions to ensure the annual caps for the transactions under the agreements are not exceeded.

Taking into account the facts that: (i) the above methods and procedures comprise necessary components of an internal control system with designated department and responsible officer, clear approval process and monitoring system and detailed and explicit assessment criteria; and (ii) the above-mentioned review procedures and approval process against the detailed and explicit assessment criteria can ensure that the transactions will be executed in compliance with the pricing policies stipulated in the above agreements, the Directors (excluding the independent non-executive Directors whose views are set out in the Letter from the Independent Board Committee of this circular) are of the view that such methods and procedures can ensure that the transactions contemplated under the above agreements will be conducted on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

6. Listing Rules Implications

Capital Group has obtained the voting rights attached to 124,839,974 Shares of the Company (representing approximately 63.27% of the issued share capital of the Company) held by BYDA in accordance with the entrust management arrangement between it and BYDA and its beneficial owner on 20 May 2021. The aforementioned entrust management arrangement has been extended on 8 May 2025 until 17 June 2030. Therefore, Capital Group is a substantial Shareholder of the Company. Capital Securities is a subsidiary of Capital Group, therefore Capital Securities is an associate of Capital Group and a connected person of the Company, and the transactions under the 2026 Supplemental Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under Chapter 14A of the Listing Rules) in respect of the Proposed Annual Cap of the transactions contemplated under the 2026 Supplemental Agreement exceed 5%, the transactions contemplated under the 2026 Supplemental Agreement and the Proposed Annual Cap are subject to the annual review, reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The transactions under the 2026 Supplemental Agreement also fall within the ambit of Chapter 14 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in Chapter 14 of the Listing Rules) in respect of the maximum annual cap during the Extended Period are more than 25% but less than 100%, the relevant transactions thereunder also constitute major transactions of the Company and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Save for Mr. Nie Sen, Mr. Wang Hao and Mr. Li Zhen (all employed by Capital Group (the parent company of Capital Securities)) who have abstained from voting on the relevant Board resolution(s) for their material interests in the transactions under the 2026 Supplemental Agreement, to the best knowledge of the Company having made all reasonable enquiries, no other Directors have material interest in such transactions and shall abstain from voting on the relevant Board resolution(s).

7. General Information of the Parties to the Transactions

The Company

The Company is a leading media company in the PRC, and is principally engaged in the sales of multi-interface media advertising. Other core businesses of the Group include culture annual pass sales, the youth student travel, the operation of cultural and sports events, new media operation and maintenance business.

Capital Securities

Capital Securities is a joint stock limited company incorporated in the PRC with limited liability and a subsidiary of Capital Group, and is primarily engaged in the businesses of securities broking, investment banking and investment management. Further, Capital Securities has obtained the license for securities and futures dealing, investment and management issued by the China Securities Regulatory Commission in the PRC, enhancing the scope of business and products offered to its customers. The ultimate actual controller of Capital Securities is Beijing SASAC.

The Custodian Bank

The Custodian Bank is a joint stock limited company incorporated in the PRC with limited liability. It is principally engaged in the provision of banking and related financial services, with principal businesses in the areas of corporate banking, retail banking and treasury operations. Its treasury operations include, interbank money market transactions, foreign exchange trading and government and bond trading and investment. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Custodian Bank and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

III. ANNUAL FINANCIAL BUDGETS FOR THE YEAR 2026

Details of the consolidated financial budgets of the Company for the year 2026 are setout 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 2025, we fully anticipate the impacts on the revenue and cost by the changes of external environments in operation in 2026, 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 2026 shall be approximately RMB143.994 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 macroeconomic, 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 2026 is subject to the consideration and approval of the Shareholders by an ordinary resolution at the AGM.

IV. RE-APPOINTMENT OF SHINEWING CERTIFIED PUBLIC ACCOUNTANTS (SPECIAL GENERAL PARTNERSHIP) AS THE AUDITOR OF THE COMPANY FOR THE YEAR 2026

On 20 May 2026, the Board resolved to re-appoint ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for the financial year ending 31 December 2026 and to authorize the audit committee of the Board to determine its remuneration, subject to the Shareholders' approval at the AGM.

For the financial year ending 31 December 2026, regarding the audit of the consolidated financial statements of the Company and its subsidiaries, the estimated audit fee payable to ShineWing Certified Public Accountants (Special General Partnership) is expected to range from approximately RMB700 thousand to RMB800 thousand. The estimated audit fee has been determined after due consideration and arm's length

negotiations between the Company and ShineWing Certified Public Accountants (Special General Partnership), taking into account, among others, the scale of the Group's business operations, the expected audit scope, the volume of audit work and the complexity of accounting treatment. The estimated audit fee has been determined on the basis that no material changes are expected in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

As ShineWing Certified Public Accountants (Special General Partnership) is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated audit fee is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 December 2026 will be performed more efficiently by ShineWing Certified Public Accountants (Special General Partnership), which is in the best interests of the Company and the Shareholders as a whole.

Unless there is a material change to the above basis or assumptions, the final audit fee should not deviate materially from the estimated amount initially disclosed. If any significant changes occur, the Company will make further disclosures as appropriate.

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 Tuesday, 16 June 2026, is set out on pages 70 to 72 of this circular.

Votes on the resolutions to be proposed at the AGM shall be taken by way of poll. As at the Latest Practicable Date, Capital Group has acquired the voting right attached to 124,839,974 shares of the Company held by BYDA (representing approximately 63.27% of the issued share capital of the Company) through the entrust management arrangement between it and BYDA and its beneficial owner on 20 May 2021. The aforementioned entrust management arrangement has been extended on 8 May 2025 until 17 June 2030. Capital Group, as the controller of Capital Securities, the counterparty to the 2026 Supplemental Agreement, has a material interest in the transactions under the 2026 Supplemental Agreement, and therefore Capital Group and its associates (collectively holding voting right attached to 124,839,974 shares of the Company, representing approximately 63.27% of the total issued share capital of the Company), are required to abstain from voting on the resolution in relation to the 2026 Supplemental Agreement at the AGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, there is no Shareholder who has material interests in the 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 Board is of the view that the matters to be proposed to Shareholders for voting at the AGM are in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommend the Shareholders to vote in favour of all the resolutions at the AGM.

VII. OTHER INFORMATION

Your attention is drawn to (i) the Letter from the Independent Board Committee set out in this circular which contains the transaction under the 2026 Supplemental Agreement and the Proposed Annual Cap, and the recommendations of the Independent Board Committee to the Independent Shareholders; and (ii) the Letter from the Independent Financial Adviser set out in this circular which contains the transactions under the 2026 Supplemental Agreement and the Proposed Annual Cap, the recommendations of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the same, and the principal factors and reasons taken into account by the Independent Financial Adviser in arriving at its advice. Your attention is also drawn to the additional information set out in the appendices to this circular.

By order of the Board
Beijing Media Corporation Limited
Chairman
Nie Sen

The following is the letter of advice from the Independent Board Committee to the Independent Shareholders in respect of the transactions under the 2026 Supplemental Agreement and the relevant annual cap, which has been prepared for the purpose of inclusion in this circular.

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)

26 May 2026

To the Independent Shareholders

Dear Sir or Madam,

MAJOR AND CONTINUING CONNECTED TRANSACTION IN RELATION TO THE 2026 SUPPLEMENTAL AGREEMENT TO THE SINGLE ASSET MANAGEMENT CONTRACT

We refer to the circular of the Company dated 26 May 2026 (the "**Circular**") of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed to form the Independent Board Committee to consider and advise you as to whether, in our opinion, the transactions under the 2026 Supplemental Agreement and the Proposed Annual Cap (details of which are set out in the letter from the Board) are fair and reasonable so far as the Independent Shareholders are concerned.

Gram Capital has been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the transactions under the 2026 Supplemental Agreement and the Proposed Annual Cap. Details of the advice from Gram Capital, together with the principal factors taken into consideration in arriving at such advice, are set out on pages 27 to 43 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 4 to 24 of the Circular and the additional information set out in the appendices to the Circular.

Having considered (i) the terms and conditions of the transactions under the 2026 Supplemental Agreement, (ii) the discussion with the management of the Company about the background to and nature of the transactions under the 2026 Supplemental Agreement, (iii) the reasons for the relevant cap and the basis upon which it has been determined, (iv) the business and financial effects of the transactions under the 2026 Supplemental Agreement on the Company, and (v) the advice given by the Independent Financial Adviser and the principal factors and reasons taken into consideration by them in arriving at their advice, we are of the view that the transactions under the 2026 Supplemental Agreement (i) have been negotiated on an arm's length basis; (ii) will be conducted on normal commercial terms, or on terms no less favorable than those available to or from independent third parties under prevailing local market conditions; and (iii) although not entered into in the ordinary and usual course of business of the Group, are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and that the Proposed Annual Cap is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the AGM so as to approve the transactions under the 2026 Supplemental Agreement and the Proposed Annual Cap.

Yours faithfully,
For and on behalf of the Independent Board Committee of
Beijing Media Corporation Limited
Independent Non-executive Directors
Shi Hongying
Chan Yee Ping, Michael
Du Guoqing
Kong Weiping

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Transactions for the purpose of inclusion in this circular.

Gram Capital Limited
嘉林資本有限公司

Room 1209, 12/F.
Nan Fung Tower
88 Connaught Road Central/
173 Des Voeux Road Central
Hong Kong

26 May 2026

To: The independent board committee and the independent shareholders of Beijing Media Corporation Limited

Dear Sir/Madam,

MAJOR AND CONTINUING CONNECTED TRANSACTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the 2026 Supplemental Agreement (the "**Transactions**"), details of which are set out in the letter from the Board (the "**Board Letter**") contained in the circular dated 26 May 2026 issued by the Company to the Shareholders (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

Since the original single asset management contract (as supplemented by the 2023 Supplemental Agreement) is expected to expire on 16 June 2026, the Company entered into a supplemental agreement with Capital Securities and the Custodian Bank on 20 May 2026 to extend the term of the Single Asset Management Contract for three years from 17 June 2026 to 16 June 2029, and make certain amendments to the Single Asset Management Contract, mainly including the adjustment of the performance fee calculation benchmark. The Board recommended that, within the Extended Period of the Single Asset Management Contract, the maximum daily balance of the Entrusted Assets managed by Capital Securities shall not exceed RMB100 million.

With reference to the Board Letter, the Transactions constitute major and continuing connected transaction of the Company, and are subject to the reporting, announcement, annual review and the Independent Shareholders' approval requirements under Chapters 14 & 14A of the Listing Rules.

The Independent Board Committee comprising Ms. Shi Hongying, Mr. Chan Yee Ping, Michael, Ms. Du Guoqing and Mr. Kong Weiping (all being independent non-executive Directors) has been formed to advise the Independent Shareholders on (i) whether the terms of the Transactions are on normal commercial terms and are fair and reasonable; (ii) whether the Transactions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolution(s) to approve the Transactions at the AGM. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

INDEPENDENCE

We were not aware of (i) any relationships or interests between Gram Capital and the Company; or (ii) any services provided by Gram Capital to the Company, during the past two years immediately preceding the Latest Practicable Date, or any other parties that could be reasonably regarded as hindrance to Gram Capital's independence to act as the Independent Financial Adviser.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate in all material respects at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there are no undisclosed private agreements/arrangements or implied understanding with anyone concerning the Single Asset Management Contract. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make

any statement in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, Capital Securities and the Custodian Bank and each of their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Transactions. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Transactions, we have taken into consideration the following principal factors and reasons:

Information on the Group

With reference to the Board Letter, the Company is a leading media company in the PRC, and is principally engaged in the sales of multi-interface media advertising. Other core businesses of the Group include culture annual pass sales, the youth student travel, the operation of cultural and sports events, new media operation and maintenance business.

Information on Capital Securities

With reference to the Board Letter, Capital Securities is a joint stock limited company incorporated in the PRC with limited liability and a subsidiary of Capital Group, and is primarily engaged in the businesses of securities broking, investment banking and investment management. Further, Capital Securities has obtained the license for securities and futures dealing, investment and management issued by the China Securities Regulatory Commission in the PRC, enhancing the scope of business and products offered to its customers. The ultimate actual controller of Capital Securities is Beijing SASAC.

Information on the Custodian Bank

With reference to the Board Letter, the Custodian Bank is a joint stock limited company incorporated in the PRC with limited liability. It is principally engaged in the provision of banking and related financial services, with principal businesses in the areas of corporate banking, retail banking and treasury operations. Its treasury operations include, interbank money market transactions, foreign exchange trading and government and bond trading and investment. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Custodian Bank and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Reasons for and benefits of the Transactions

As advised by the Directors, to increase the cash revenue of the Group, the Company entered into the original Single Asset Management Contract (as supplemented by the 2023 Supplemental Agreement) with Capital Securities and the Custodian Bank to effectively manage existing idle fund through conducting low-risk investment activities without affecting the ordinary operating liquidity.

Despite of the coexistence of revenue and risks in the wealth management products and no promise of principal guaranteed policy restriction for the products, having considered that, among others, (i) the Scheme under the Single Asset Management Contract is specially customized for the Company (as the sole entrustor) by Capital Securities, which enables the Company to negotiate with Capital Securities on investment and operation details (including exclusive investment scope and ratio, early warning and stop-loss mechanism of the Scheme and post-investment management services, etc.), customize the investment products that are truly suitable for the Company in terms of risks and returns, and have the right to require Capital Securities to report the operation of the Scheme to the Company in a timely manner, and keep abreast of investment product information; (ii) Capital Securities has extensive experience and proven track record in cash management, including the average annual return rate of 2.4% and 2.6% for single asset management products in similar amount of Capital Securities in the past one year and the past three years respectively and the actual rate of return on investments of the Company achieved by the Scheme; (iii) the Entrusted Assets shall be invested in the investment products with relatively low risks, and the early warning and stop-loss mechanism and flexible withdrawal of Entrusted Assets pursuant to the Single Asset Management Contract will protect the Company from any significant investment loss under the Scheme and will not affect the ordinary operating liquidity of the Group; (iv) the comparison between the management fee and performance fee charged by Capital Securities from the Company under the Single Asset Management Contract and the management fee and performance fee (including accrual basis and ratio) charged by independent securities companies in respect of similar asset management and investment services as well as those charged by Capital Securities from the independent third parties; (v) the arrangement of performance fee is commercial charging practices for similar plans and will motivate Capital Securities to obtain more returns for the Company; and (vi) according to the 2026 Supplemental Agreement, extending the term of the Single Asset Management Contract can prevent the Company from having to go through the approval process for short-term renewals every year, thereby

improving fund management efficiency and reducing administrative costs, the Directors are of the view that the 2026 Supplemental Agreement and the transactions contemplated thereunder, despite not entered into in the ordinary and usual course of business of the Group, are fair and reasonable, on normal commercial terms, and in the interest of the Company and its Shareholders as a whole.

With reference to Board Letter, as of 31 March 2026, the annualised return on the Company's investments under the original Single Asset Management Contract was approximately 4.68%. For each of the three years ended 31 December 2025, banks deposit rates available to the Group offered the PRC independent commercial banks ranged from 0.01% to 1.95%, being below the aforesaid returns of the Single Asset Management Contract.

Having considered the above factors and our analyses on the pricing policy of the Single Asset Management Contract below (which is fair and reasonable), we consider that although the transactions contemplated under the Single Asset Management Contract are not conducted in the ordinary and usual course of business of the Group, the transactions contemplated under the Single Asset Management Contract are in the interests of the Company and the Shareholders as a whole.

As the original single asset management contract (as supplemented by the 2023 Supplemental Agreement) will expire on 16 June 2026, the 2026 Supplemental Agreement was entered to extend the term of the original Single Asset Management Contract. Furthermore, performance fee calculation benchmark was adjusted to 2.5% per annum according to the 2026 Supplemental Agreement. Having considered our analyses set out in the sub-section headed "Charges under the Scheme" below, we are of the view that the downward adjustment of performance fee benchmark rate is fair and reasonable.

Having considered that (i) the transactions contemplated under the Single Asset Management Contract are in the interest of the Company and the Shareholders as a whole; (ii) the 2026 Supplemental Agreement is to extend the term of the original single asset management contract (as supplemented by the 2023 Supplemental Agreement, which will expire on 16 June 2026) and the adjustment of performance fee calculation benchmark is to reflect the recent market practice of such fee, we are of the view that although the Transactions are not conducted in the ordinary and usual course of business of the Group, the Transactions are in the interests of the Company and the Shareholders as a whole.

Principal terms of the Transactions

The following table summarizes the principal terms of the Transactions, details of which are set out under the section headed "The Principal Terms of The 2026 Supplemental Agreement".

Date:	20 May 2026
Parties:	(1) the Company (as entrustor); (2) Capital Securities (as manager); and (3) the Custodian Bank (as custodian).
Term of the contract:	As agreed by the parties, the term of the Single Asset Management Contract will be extended for three years based on the original expiration date, i.e. the Extended Period shall be three years from 17 June 2026. Thereafter, the contract may be terminated early or further extended based on actual operation.

Entrusted Assets:

Within the validity period of the Single Asset Management Contract, the Company shall have the right to add to and withdraw from the Entrusted Assets, and no restriction on the maximum amount of redemption for the withdrawal of the Entrusted Assets will be set.

For the addition to the Entrusted Assets, the Company shall notify Capital Securities by email and telephone by 1:00 p.m. at least one business day in advance, and transfer the additional assets to the escrow account. After the Custodian Bank confirms receipt of the additional Entrusted Assets, Capital Securities and the Company will seal the Confirmation Letter of Additional Entrusted Assets, which serves as the confirmation document for the additional Entrusted Assets.

For the withdrawal of the Entrusted Assets, the Company shall submit the sealed Notice of Withdrawal of Entrusted Assets to Capital Securities by 1:00 p.m. at least one business day before the application date for withdrawal of the Entrusted Assets. After Capital Securities confirms by affixing its seal, Capital Securities will send an asset transfer instruction to the Custodian Bank, notifying it to transfer the corresponding assets from the escrow account to the account designated by the Company within two days following the application date for withdrawal of the Entrusted Assets (i.e. the date on which the Company applies to withdraw Entrusted Assets as stated in the Notice of Withdrawal of Entrusted Assets). The document sealed by the Company and Capital Securities will serve as the confirmation document for the withdrawal of Entrusted Assets. Neither Capital Securities nor the Custodian Bank shall bear any responsibility for asset realization losses arising from the late notification by the Company. In case of special circumstances, the

Company may handle the matter otherwise upon mutual agreement with Capital Securities and the Custodian Bank provided that such handling does not violate relevant requirements of laws and regulations.

Asset Management and Investment Services:

Capital Securities shall provide the Company with asset management and investment services in respect of the Entrusted Assets in accordance with the investment scope and investment ratio set out below:

The Scheme aims to primarily invest in debt investment products such as fixed-income products (including cash) and can participate in bond repurchase business. In particular, the credit rating of fixed-income products such as corporate bonds, enterprise bonds, mid-term bills and other credit debts to be invested in should be issuer rating (without considering China Bond rating) or bond rating with at least one rated AA+ or above; the credit rating of short-term financing bond and ultra-short-term financing bond shall be A-1 or above (in case of no bond rating, the issuer rating shall be AA or above), and the issuers of all such bonds shall be state-owned holding enterprises. The Scheme shall not invest in asset management products other than public securities investment funds, nor shall it directly invest in credit assets of commercial banks or finance local government and its delegates in violation of regulations.

Within six months from the commencement of the operating period of the investment, the ratio of the investment portfolio under the Scheme shall satisfy the following requirements: (1) fixed-income and cash assets shall account for 80% (inclusive) -100% of the total assets of the Scheme, and to avoid unilateral downside risk of fixed income products, the proportion of investment in fixed income assets may be lower than 80% of the total assets of the Scheme, but it shall not be lower than 80% of the total assets of the Scheme for six months in a row; (2) the balances of the funds for reverse bond repurchase and forward bond repurchase shall not exceed 100% and 50%, respectively, of the net assets of the Scheme on the previous day; (3) the total assets of the Scheme shall not exceed 200% of the net assets of the Scheme. If the proportion of the investment in bonds issued by the same issuer and its related parties exceeds 50% of its net assets in the Scheme, the total assets of the Scheme shall not exceed 120% of its net assets. Investment in treasury bonds, central bank notes, policy financial bonds, local government bonds and other investment varieties approved by the CSRC are not subject to the aforementioned regulations; (4) in terms of market value, investment in a single underlying bond (except for interest rate bonds) shall not exceed 25% of the total size of such invested bond, nor 25% of the net assets of the Scheme; (5) investment in the same asset (except for bank demand deposits, treasury bonds, central bank bills, policy financial bonds, local government bonds and other investment products recognized by the CSRC) other than bonds shall not exceed 25% of the net assets of the Scheme, nor 25% of such invested asset; and (6) investment in bonds issued by the same issuer shall not exceed 25% of the net asset value of such bond product.

As advised by the Directors, the Company has adopted measures for monetary fund management to better manage its cash on hand. We obtained and reviewed such policy and noted that the principal terms of the measures are as follows:

	Measures for monetary fund management	**Single Asset Management Contract**
Legality	Fund management should be of legality, in compliance with the relevant laws, regulations and internal policies, and strictly under the authorized area.	Pursuant to the Single Asset Management Contract, Capital Securities undertook that Capital Securities will manage and operate the Entrusted Assets with responsibility, honesty, prudence and diligence in accordance with《中華人民共和國證券投資基金法》(The Securities Investment Fund Law of the People's Republic of China*).
Prudency	Fund management should be planed and solidly managed, with no impact on fund requirements during normal business.	
Security	Investment in the high-risk products and speculation in stocks are forbidden.	Primarily invest in debt investment products such as fixed-income products (including cash) and can participate in bond repurchase business. In particular, the credit rating of fixed-income products such as corporate bonds, enterprise bonds, mid-term bills and other credit debts to be invested in should be issuer rating (without considering China Bond rating) or bond rating with at least one rated AA+ or above; the credit rating of short-term financing bond and ultra-short-term financing bond shall be A-1 or above (in case of no bond rating, the issuer rating shall be AA or above), and the issuers of all such bonds shall be state-owned holding enterprises. The Scheme shall not invest in asset management products other than public securities investment funds, or directly invest in credit assets of commercial banks or finance local government and its delegates in violation of regulations.
Liquidity	Fund should be invested in products with high liquidity. Investment in the products which have relative long terms or are difficult to sell are forbidden. Fund shall be further added or redeemed at any time.	
Efficiency	The utilisation of fund should be low risk and high liquidity; aim for security, sustainability and return which is higher than opportunity cost and to maximise benefit.	
Investment products	Wealth management product with risk rating of R2 (stable type) or below, or medium-to-low risk wealth management products with an equivalent risk level, includes cash management products (which refer to wealth management products that invest solely in money market instruments and allow subscription and redemption of product units on each trading day) and fixed income products (which refer to wealth management products where the proportion of investment in creditor's assets such as deposits and bonds is no less than 80%).	

	Measures for monetary fund management	Single Asset Management Contract
Investment period	In principle, the operation term of wealth management business for a single counterparty shall not exceed one year. Open-ended products with instant redemption privileges shall not be subject to the aforesaid term restriction.	The period from 17 June 2026 to 16 June 2029
Cooperated institutions	In deciding the institutions for cooperation, their creditability, asset management experience, risk management measures, management fees, etc. should be considered comprehensively.	Please refer to section headed "Information on Capital Securities" of this letter.

Based on the above, the investment scope of the Single Asset Management Contract is in line with the requirements set out by the Company's measures for monetary fund management.

Asset Custody Services:

The Custodian Bank opens an escrow account in the name of the Scheme for the Entrusted Assets and opens a securities account or other specific account for specific use by the Scheme for Capital Securities. The Company will deposit the Entrusted Assets in the escrow account, and the Custodian Bank shall provide asset custody services to the Company and Capital Securities in respect of the Entrusted Assets, perform the obligation of supervising the investment and arrange payment in accordance with the terms and conditions under the Single Asset Management Contract.

Charges under the Scheme:

The Company shall pay:

A. To Capital Securities

(1) the management fee:

- at 0.2% per annum based on the net asset value of the Entrusted Assets on the previous calendar day, to be accrued on a daily basis and paid on a quarterly basis.

(2) the performance fee:

- to be accrued (i) on the date of application for withdrawal of the Entrusted Assets, (ii) on the income distribution date, or (iii) upon expiry or liquidation of the Scheme (collectively, the "**performance fee accrual date(s)**");

- calculated based on the realised gains on investments (i.e. various types of gains obtained from the investment operation of Entrusted Assets, including but not limited to investment bonus, dividends, bond interest, the price difference between buying and selling securities, bank deposit interest and other income) of the Scheme during the performance fee accrual period (i.e. from the commencement of the Scheme to the first performance fee accrual date or the period from each performance fee accrual date to the next performance fee accrual date): if the actual annualised return rate*(note)* exceeds 2.5% which is the benchmark annualised return rate, then 30% of the excess portion shall be payable by the Company to Capital Securities as performance fee for such performance fee accrual period; if the annualised return rate is lower than or equal to 2.5%, no performance fee for such performance fee accrual period is required to be paid by the Company;

- to be taken by Capital Securities at most once every six months, except when the Company exits the Scheme.

*Note: Actual annualised return rate = (net value per unit of Entrusted Assets at the end of the period – net value per unit of Entrusted Assets at the beginning of the period)/net value per unit of the Entrusted Assets at the beginning of the period*100%* (365/days of operations from the beginning (inclusive) to the end of the period (exclusive)). Among them, the net value per unit of Entrusted Assets = (total value of Entrusted Assets – liabilities of Entrusted Assets)/total units of Entrusted Assets. The total value of Entrusted Assets refers to the total value of various types of negotiable securities, principal and interest of bank deposits, securities investment fund shares and other assets under the Scheme.*

With reference to the Board Letter, the management fee and performance fee payable by the Company to Capital Securities under the Single Asset Management Contract was concluded after arm's length negotiation between the parties, taking into account various factors, which was disclosed under the sub-section headed "Basis for Pricing" of the Board Letter.

Upon our request, the Directors provided us documents showing quotations offered by two independent financial institutions in China for asset management and investment services in similar nature and amounts involved.

Details of the quotations offered by the two comparable independent financial institutions are as follows:

	Management fee	Performance fee	Accrual basis
Independent financial institution A	0.2%	Up to 60%	Up to 2.3%
Independent financial institution B	0.5%	20%	2.0%
Capital Securities	0.2%	30%	2.5%

Upon our further enquiry, staff of the Capital Securities advised that the management fee, performance fee and accrual basis offered by Capital Securities under the Single Asset Management Contract falls within the range of the respective fee rates offered by Capital Securities to all of its clients (who are non-connected persons of Capital Securities) for single asset management products for the year ended 31 December 2025.

As stated in the Board Letter, the adjusted performance fee calculation benchmark is calculated based on the recent coupon rates of bonds rated AA and above, and the market interest rate of bond pledge-style repurchase and the recent accrual benchmarks charged by Capital Securities to other independent third-party clients. We noted from the Single Asset Management Contract that the Scheme aims to primarily invest in debt investment products such as fixed-income products (including cash) and can participate in bond repurchase business. Based on Wind Financial Terminal, the coupon rate of corporate bonds, enterprise bonds, mid-term bills moved in a general decreasing trend from 1 January 2023 to 30 April 2026, summaries are as follows:

	Coupon rate			
	For the year ended 31 December 2023	For the year ended 31 December 2024	For the year ended 31 December 2025	From 1 January 2026 to 30 April 2026
Corporate Bond with AA grade or above	Range: 2.49% to 7.80% Average: 4.00%	Range: 1.85% to 6.70% Average: 2.67%	Range: 1.50% to 4.93% Average: 2.39%	Range: 1.60% to 3.69% Average: 2.25%
Enterprise bonds with AA grade or above; fixed rate	Range: 2.70% to 7.50% Average: 4.69%	Range: 2.10% to 4.80% Average: 2.83%	Range: 1.87% to 3.43% Average: 2.35%	Range: 1.79% to 2.48% Average: 2.01%
Mid-term bills with AA grade or above	Range: 2.63% to 7.80% Average: 3.59%	Range: 1.67% to 6.50% Average: 2.66%	Range: 1.54% to 4.80% Average: 2.31%	Range: 1.49% to 4.40% Average: 2.11%

Having considered the above, in particular, management fee, performance fee and accrual basis offered by Capital Securities under the Single Asset Management Contract (i) were comparable to or no more favourable than those offered by other two independent financial institutions; (ii) fell within the range of those offered by Capital Securities to all of its clients (who are non-connected persons of Capital Securities); and (iii) the coupon rate of corporate bonds, enterprise bonds, mid-term bills moved in a general decreasing trend from 1 January 2023 to 30 April 2026 according to the above table, we are of the view that the management fee, performance fee and accrual basis offered by Capital Securities under the Single Asset Management Contract to be fair and reasonable.

B. To the Custodian Bank

A custodial fee at 0.02% per annum based on the net asset value of the Entrusted Assets on the previous calendar day, to be accrued on a daily basis and paid on 20 December every accounting year (or the next business day in case such day is not a business day) and the termination date of the Single Asset Management Contract (or the date for early termination).

With reference to the Board Letter, the custodial fee (i.e. 0.02% annual rate) payable by the Company to the Custodian Bank under the Single Asset Management Contract was concluded after arm's length negotiation between the parties, taking into account the following factors:

(i) fixed-rate custodial fee is one of the common quotation methods for the custodial fees of standardized securities companies' asset management products;

(ii) the annual rate of custodial fees charged by other custodian Banks under a single asset management product of a similar scale (i.e. RMB100 million to RMB200 million) of Capital Securities ranges from 0.05% to 0.08%; and

(iii) the annual rate of custodial fee payable by the Company to the Custodian Bank under the Single Asset Management Contract is lower than the annual rate of custodial fee charged by the Custodian Bank for products of similar scale.

In addition to the above information, we also searched for custodial fees of 券商資管 (Asset Management by Securities Firms) with asset management products being fixed-income products from Wind Financial Terminal. As the available funds for investment is RMB100 million, we set the scale of the comparable products with size ranging from RMB91 million to RMB110 million (i.e. 10% difference from the scale of the maximum daily balance of the Entrusted Assets to be managed by Capital Securities under the Single Asset Management Contract) as at the Latest Practicable Date (the "**Comparable Products**"). Based on the information which we obtained from Wind Financial Terminal, there were 90 Comparable Products with available information which met our selection criteria and were exhaustive as far as we were aware of. According to our findings, the custodial fees of the Comparable Products

ranged from 0.005% to 0.08%, with average of approximately 0.03%. The custodial fee under the Single Asset Management Contract of 0.02% fell within the aforesaid range and was below the aforesaid average.

Having considered that (i) the annual rate of custodial fees charged by other custodian Banks under a single asset management product of a similar scale (i.e. RMB91 million to RMB110 million) of Capital Securities ranges from 0.005% to 0.08%; and (ii) the custodial fee under the Single Asset Management Contract of 0.02% fell within the aforesaid range of the Comparable Products and was below the aforesaid average, we are of the view that the custodial fee under the Single Asset Management Contract to be fair and reasonable.

We also noted that the Company's Finance Department will assign a responsible person for daily verification of the daily net value, accrual management fee and performance fee of the Entrusted Assets. We consider the effective implementation of the aforesaid procedures will ensure the fair pricing pursuant to the Single Asset Management Contract.

For our due diligence purpose, we conducted following works:

(i) the Company provided us with daily net asset value of the Entrusted Assets, together with management fee and custodial fee. We noted that the implied management fee is 0.2% on the net asset value of the Entrusted Assets on the previous calendar day on an annualised basis; and

(ii) we random selected one working day in each month during the period from June 2024 to April 2026 and required the Company to provide daily report of the Entrusted Assets for such date. We obtained the daily reports as per our request and noted that the daily net value of the Entrusted Assets was reported by Capital Securities to the Company's Finance Department.

Based on the aforesaid, we do not doubt the effectiveness of the implementation of the internal control procedures.

Information disclosure and reporting:

Capital Securities shall disclose the net value of Entrusted Assets share under the Scheme to the Company at least once every trading day; circulate quarterly and annual reports on management and custody to the Company, explaining the investment performance, investment portfolio, returns distribution, value changes, changes of investment managers, and substantial related transactions of the Entrusted Assets during the reporting period.

If an event occurs that materially affects the continuous operation of the Scheme, the interests of clients, and the net asset value during the existence of the Scheme, Capital Securities shall disclose it to the Company within five business days from the date of the occurrence of the relevant event.

Additionally, Capital Securities shall provide the Company with a statement on a quarterly basis, including the number and net value of the Entrusted Assets share held by the Company under the Scheme, details of contributions and withdrawals, as well as income distributions and other relevant information.

Termination of the contract:

The Scheme will be terminated in the case of the occurrence of the following. The Single Asset Management Contract will be terminated once the Scheme is terminated:

(1) the Scheme expires and is not renewed;

(2) it is terminated by the Company, Capital Securities and the Custodian Bank upon negotiation;

(3) Capital Securities is disqualified from asset management business in accordance with the law, or dissolved, cancelled, declared bankrupt in accordance with the law without new manager succeeding within six months;

(4) the Custodian Bank is disqualified from fund custody in accordance with the law, or dissolved, cancelled, declared bankrupt in accordance with the law without new custodian succeeding within six months;

(5) failure to complete the filing or non-filing in the Asset Management Association; or

(6) other terminations required by laws, administrative regulations, the Single Asset Management Contract and the CSRC.

Proposed Annual Cap

The Board recommended that, during the Extended Period of the Single Asset Management Contract, the maximum daily balance of the Entrusted Assets managed by Capital Securities is RMB100 million (the "**Proposed Annual Cap**").

When determining the above Proposed Annual Cap, the Directors considered the certain factors, details of which are set out under the section headed "The Proposed Annual Cap" of the Board Letter.

Based on the daily net asset value of the Entrusted Assets, the Proposed Annual Cap of RMB100 million is close to the daily net asset value of the Entrusted Assets of approximately RMB96.8 million as at 31 March 2026.

The Proposed Annual Cap of RMB100 million represent a decrease of RMB100 million as compared to existing maximum daily balance of the same.

To further assess the fairness and reasonableness of the decrease, we listed out the Group's bank balances and cash; and financial assets held for trading (collectively, the "**Fund & Financial Assets**") as at 31 December 2025 (being the latest public available information immediately prior to the date of the 2026 Supplemental Agreement) and 31 December 2021 (being the latest public available financial information immediately prior to the date of the original Single Asset Management Contract) respectively, as follows:

	As at 31 December 2025 *(in RMB'000)*	**As at 31 December 2021** *(in RMB'000)*	**Change** *(in RMB'000)*
Bank balances and cash	37,089	264,322	(227,233)
Financial assets held for trading	124,783	—	124,783
Fund & Financial Assets	161,872	264,322	(102,450)

The decrease in the maximum daily balance of Entrusted Assets to be managed by Capital Securities of RMB100 million was close to the Group's decrease in Fund & Financial Assets as at 31 December 2025 when compared to as at 31 December 2021 of approximately RMB102.45 million.

As advised by the Directors, it is difficult to forecast (i) the total idle cash level of the Group; and (ii) the actual return from the single asset management plan for whole Extended Period. Nevertheless, should there be any substantial increase in total idle cash of the Group or net asset value of Entrusted Assets, the Group may opt to (i) invest idle cash by other means or deposit such idle cash in commercial banks; (ii) redeem partial of the Entrusted Assets; and/or (iii) re-comply with the applicable provisions of the Listing Rules governing continuing connected transaction to revise the Proposed Annual Cap.

Based on the above factors and that (i) the Proposed Annual Cap (RMB100 million) is close to the daily net asset value of the Entrusted Assets of approximately RMB96.8 million as at 31 March 2026; and (ii) the decrease in the Proposed Annual Cap was close to the Group's decrease in Fund & Financial Assets as at 31 December 2025 when compared to as at 31 December 2021, we are of the view that the Proposed Annual Cap of RMB100 million for the Extended Period is fair and reasonable.

Shareholders should note that as the Proposed Annual Cap of the Transactions are relating to future events and was estimated based on assumptions which may or may not remain valid for the entire period up to the new expiry date of the Single Asset Management Contract at the AGM, and they do not represent forecasts of revenue/cost to be recorded/incurred from the Transactions. Consequently, we express no opinion as to how closely the actual revenue/cost to be recorded/incurred from the Transactions will correspond with the Proposed Annual Cap.

We also noted that the Company's Finance Department and the Office of the Board will keep examining, monitoring, collecting and assessing the details of the continuing connected transactions under the Single Asset Management Contract, including but not limited to the execution, the actual transaction amounts and payment arrangements of the Single Asset Management Contract to ensure the scope in the Single Asset Management Contract and the Proposed Annual Cap is not exceeded. We consider the effective implementation of the aforesaid internal control procedure will ensure the Proposed Annual Cap is not exceeded.

In light of the above, we consider that the terms of the Transactions (including the Proposed Annual Cap) are on normal commercial terms and are fair and reasonable.

Listing Rules implication

The Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 to 14A.59 of the Listing Rules pursuant to which (i) the values of the Transactions must be restricted by the Proposed Annual Cap for the term of Single Asset Management Contract; (ii) the Transactions must be reviewed by the independent non-executive Directors annually; (iii) details of independent non-executive Directors' annual review on the terms of the Transactions must be included in the Company's subsequent published annual reports.

Furthermore, it is also required by the Listing Rules that the auditors of the Company must provide a letter to the Board confirming, among other things, whether anything has come to their attention that causes them to believe that the Transactions (i) have not been approved by the Board; (ii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (iii) have exceeded the annual caps.

In the event that the maximum amounts of the Transactions are anticipated to exceed the Proposed Annual Cap, or that there is any proposed material amendment to the terms of the Transactions, as confirmed by the Directors, the Company shall comply with the applicable provisions of the Listing Rules governing continuing connected transactions.

Given the above stipulated requirements for continuing connected transactions pursuant to the Listing Rules, we are of the view that there are adequate measures in place to monitor the Transactions (please also refer to section headed "Internal Control Measures" of the Board Letter for details) and thus the interest of the Independent Shareholders would be safeguarded.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Transactions (including the Proposed Annual Cap) are on normal commercial terms and are fair and reasonable; and (ii) although the Transactions are not conducted in the ordinary and usual course of business of the Group, the Transactions are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the AGM to approve the Transactions and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

Note: Mr. Graham Lam is a licensed person registered with the Securities and Futures Commission and a responsible officer of Gram Capital Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 30 years of experience in investment banking industry.

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the years ended 31 December 2023, 2024 and 2025 are disclosed on pages 76 to 184 of the Company's annual report for 2023, pages 81 to 194 of the annual report for 2024 and pages 80 to 192 of the annual report for 2025 respectively, which are available on the Company's website (http://www.bjmedia.com.cn) and the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and can be accessed through the direct hyperlinks below:

(1) the Company's annual report for 2023 (pages 76 to 184):

https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0424/2024042401646.pdf

(2) the Company's annual report for 2024 (pages 81 to 194):

https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0428/2025042801615.pdf

(3) the Company's annual report for 2025 (pages 80 to 192):

https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0424/2026042400810.pdf

2. INDEBTEDNESS STATEMENT

Bank Loans and Other Borrowings

As at the close of business on 15 April 2026 (being the latest practicable date for determining the indebtedness of the Group), the Group had no outstanding bank loans and other borrowings.

Lease Commitments

As at the close of business on 15 April 2026 (being the latest practicable date for determining the indebtedness of the Group), the lease commitments arising from operating leases of the Group are all unsecured and/or unguaranteed, details of which are set out as follows:

Operating Lease Commitment — Properties

As at the close of business on 15 April 2026 (being the latest practicable date for determining the indebtedness of the Group), the Group had total future minimum lease payments under non-cancelable operating leases (with the leasing terms listed below) in respect of leased properties as follows:

Unit: RMB'000

Within 1 year	884.59
1–2 years	94.10
Total	978.69

External Guarantees and Contingent Liabilities

As at the close of business on 15 April 2026 (being the latest practicable date for determining the indebtedness of the Group), the Group had no external guarantee and contingent liabilities. Save as disclosed above, as at the close of business on 15 April 2026 (being the latest practicable date for determining the indebtedness of the Group), the Group did not have any outstanding loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (exclude common trading bills) or acceptable credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

The Directors had confirmed there were no significant adverse changes in liabilities or contingent liabilities of the Group since 15 April 2026.

3. WORKING CAPITAL

Taking into account the funds available and indebtedness of the Group, the Directors are of the opinion that the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular in the absence of unforeseeable circumstances.

The Company has obtained the relevant confirmations as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial position or trading position of the Group since 31 December 2025, being the date of the latest published audited financial statements of the Group.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in two core businesses: (1) advertising business, which comprises the sales of multi-interface convergence media advertising and event planning; (2) innovation business, which comprises cultural annual pass sales, youth student travel, cultural and sports events operations and new media operation and maintenance and other integrated services.

In 2026, the Group will (1) deepen its reforms, closely align with the blueprint of the "15th Five-Year Plan", focus on its core business, continuously optimize its revenue structure, enhance efficiency through refined operations, and promote a solid advancement in the Company's strategic transformation; (2) pursue progress while ensuring stability and consolidate the foundation of its traditional businesses: it will deeply explore outdoor advertising resources, combine digital transformation and upgrading, and strengthen product development and innovation in operational models; leverage its comprehensive marketing capabilities, intensify the integration of internal and external resources, and cultivate core growth drivers; and optimize its specialized services in government affairs and

research study tours, enhancing market share through business synergies; (3) forge ahead with determination and create a new engine for innovation businesses: it will focus on developing new scenarios for cultural tourism consumption in the capital, delve deep into the cultural annual pass business, strengthen cooperation with government and enterprise resources through product optimization and channel development, and discover new profit growth points; it will prioritize the incubation of proprietary IPs with market influence and sustainable operational capabilities, creating high-quality projects and enhancing the brand influence of its sports and cultural business; (4) consolidate its foundation and enhance management efficiency: it will continuously optimize its organizational structure and human resource allocation, advance compensation and performance reforms, and improve quality and efficiency; it will focus on optimizing its asset structure and internal risk control, comprehensively strengthen its information technology development, and inject strong momentum into its business transformation through efficient management; (5) on the basis of consolidating existing business, the Group will seize the opportunities presented by the industry transformation and the recovery of the social economy. The Group will be bold in making attempts and actively explore new possibilities, fostering new opportunities amidst crises and opening up new prospects amidst changes, determining to become a media group in China that possesses the ability to expand across different media markets and leads the industry peers.

6. EFFECT OF THE TRANSACTIONS UNDER THE 2026 SUPPLEMENTAL AGREEMENT ON THE EARNING, ASSETS AND LIABILITIES OF THE GROUP

The Group intends to invest mainly in cash and medium and high-grade bonds through the asset management scheme, and strive to achieve steady appreciation of assets while strictly controlling risks and maintaining asset liquidity. The Scheme is principally invested in debt investment products of non-principal guaranteed with fixed return (including cash products) and others. According to the Scheme and after considering the relevant factors as set out in the section headed "Reasons for and benefits of entering into the 2026 Supplemental Agreement" in the Letter from the Board in this circular, the Directors estimate that the Group will record a surplus in respect of the investment, and the total assets of the Group are expected to increase accordingly, and the investment is expected to have no impact on the liabilities of the Group. The Group expects that the investment will have a positive impact on the Group's financial performance as a whole.

7. MANAGEMENT DISCUSSION AND ANALYSIS

The management discussion and analysis of the Group for the three financial years ended 31 December 2025 is set out below:

(1) For the financial year ended 31 December 2025

Group Business Review

The Group is principally engaged in two core businesses: (1) advertising business, which comprises the sales of multi-interface convergence media advertising and event planning; (2) innovation business, which comprises

cultural annual pass sales, youth student travel, cultural and sports events operations and new media operation and maintenance and other integrated services.

Throughout 2025, the global economy continued to face significant headwinds due to multiple factors, including geopolitical conflicts, trade frictions, and inflationary pressures. While the domestic economy maintained overall stability, market demand and the consumption recovery fell short of expectations. Consequently, corporate profitability generally narrowed, presenting enterprises with severe transformation challenges. Influenced by the macroeconomic environment, growth in the advertising market slowed. Traditional advertising businesses encountered dual pressures from contracting demand and industry transformation, highlighting the urgent need for digital transformation and integrated innovation. As a result, operational challenges intensified further.

The Group's total operating income for 2025 was RMB137,606 thousand, representing a decrease of 34.22% as compared with the corresponding period in 2024 (2024: RMB209,192 thousand). Operating costs of the Group for 2025 were RMB152,992 thousand, representing a decrease of 17.35% as compared with those for the corresponding period of 2024 (2024: RMB185,108 thousand). Net loss attributable to shareholders of the Company for 2025 was RMB72,825 thousand (2024: net loss attributable to shareholders of the Company of RMB2,042 thousand).

Excluding a property disposed of in 2024 and the one-off gain on the accounts receivable for the collected portion of which bad debt provision has been made of RMB21,831 thousand, the increase in the net loss was mainly due to (1) loss from principal business increased by RMB20,469 thousand as compared to that of last year. In particular, due to tightened budget of customers, change in regulatory policies of the industry and intensified market competition, the operating revenue of subsidiaries Beiqing Community Media and Beiqing Innovation Cultural declined. Concurrently, as the Group is endeavoring all efforts to accelerate business transition, the subsidiary BYD Logistics Company Limited has orderly exited printing-related material trading business as scheduled. Although the withdrawal from this business is conducive to long-term resource optimization, it led to an increase in operating losses from principal activities during the Reporting Period; (2) administrative expenses increased by RMB14,201 thousand compared to the corresponding period last year. In 2025, in order to enhance long-term operational efficiency and market competitiveness, the Group implemented organizational structural changes, which resulted in the increase in administrative expenses during the Reporting Period; (3) gains from changes in fair value decreased by approximately RMB10,044 thousand compared to the corresponding period last year. This was primarily due to a decline in the fair value of the Company's investment properties, affected by periodic adjustments in

the real estate industry and changes in regional market demand. Concurrently, returns from the Company's idle fund management were somewhat reduced due to market fluctuations.

Financial Resources and Liquidity

As at 31 December 2025, current assets of the Group were RMB238,545 thousand (31 December 2024: RMB294,314 thousand), including bank balances and cash of RMB37,089 thousand (31 December 2024: RMB81,523 thousand) and non-current assets of the Group were RMB450,393 thousand (31 December 2024: RMB418,439 thousand).

As at 31 December 2025, current liabilities of the Group were RMB78,828 thousand (31 December 2024: RMB63,118 thousand); and non-current liabilities were RMB706 thousand (31 December 2024: RMB706 thousand).

As at 31 December 2025, Shareholders' equity of the Group was RMB609,404 thousand (31 December 2024: RMB648,929 thousand).

Gearing Ratio

As at 31 December 2025, gearing ratio of the Group was 13.05% (31 December 2024: 9.84%) (which is calculated by dividing the Group's total liabilities by its total equity).

Bank Borrowings, Overdrafts and Other Borrowings

As at 31 December 2025, bank loans, overdrafts and other borrowings of the Group were Nil (31 December 2024: Nil). Most of the cash and cash equivalent held by the Group was denominated in Renminbi.

Financing Cost

Financing cost of the Group for 2025 was RMB107 thousand (2024: RMB172 thousand).

Capital Expenditure

Capital expenditure of the Group for 2025 was RMB3,159 thousand (2024: RMB4,239 thousand). Capital expenditure of the Group for 2025 mainly comprises the expenditures consistent with business strategies including expenditures on office equipment and intangible assets.

Contingent Liabilities and Pledge of Assets

As at 31 December 2025, the Group did not have any contingent liabilities or any pledge of assets.

Material Investments

The Company entered into the single asset management contract with Capital Securities and the Beijing Branch of Bank of Communications Co., Ltd. on 19 April 2022, pursuant to which, the Company entrusted Capital Securities to provide asset management and investment services, with a term of one year from the date of approval by the independent Shareholders at the annual general meeting (i.e. 17 June 2022). The above single asset management scheme has been approved by the Shareholders of the Company to make certain optimization adjustments and extend the term for another three years to 16 June 2026. As at 31 December 2025, the Company's investments in the above asset management accounted for more than 5% of the Group's total assets. For details of the above transaction, please refer to the announcements dated 19 April 2022 and 25 April 2023 and the circulars dated 26 May 2022 and 25 May 2023 of the Company.

As at 31 December 2025, the Company's investments in Beiyang Publishing and Media Co., Ltd., Beijing Keyin Media and Culture Co., Ltd. and Beijing International Advertising & Communication Group Co., Ltd. account for over 5% of the Group's total assets. The details of such significant investments are set out below:

(1) Basic information of relevant companies:

Company name	Place of registration	Primary operation place	Business nature	Shareholding *(%)*	Fair value as at 31 December 2025 *(RMB'000)*	Proportion of total assets *(%)*
Beiyang Publishing & Media Co., Ltd.	Shijiazhuang	Shijiazhuang	Production, printing, publishing and distribution of books, newspapers and magazines	2.43	275,955	40.06
Beijing Keyin Media and Culture Co., Ltd.	Beijing	Beijing	Organizing exchange activities on culture and art, and design, production and provision of agency service of advertisements	16.00	36,656	5.32
Beijing International Advertising & Communication Group Co., Ltd.	Beijing	Beijing	Design, production and provision of agency service of advertisements	11.44	36,492	5.30

(2) Major financial information of significant investees:

Company name	Net profit attributable to owners of the Company for the year ended 31 December 2025 *(RMB thousand)*	Accumulated undistributed profits as at 31 December 2025 *(RMB thousand)*	Confirmed dividend received for the year ended 31 December 2025 *(RMB thousand)*
Beiyang Publishing & Media Co., Ltd.	889,020	8,318,132	8,843
Beijing Keyin Media and Culture Co., Ltd.	468	168,040	1
Beijing International Advertising & Communication Group Co., Ltd.	(3,155)	(374,667)	—

Note: As of the date of this report, the 2025 financial reports of Beiyang Publishing & Media Co., Ltd., Beijing International Advertising & Communication Group Co., Ltd., and Beijing Keyin Media and Culture Co., Ltd. have not yet been published.

(3) The investment strategies of major investments:

Beiyang Publishing & Media Co., Ltd. (hereinafter referred to as "**Beiyang Media**") is mainly engaged in the production, printing, publishing and distribution of books, newspapers and magazines. It is the main platform for Hebei Publishing & Media Group Co., Ltd. to perform transformation into corporate and capitalized operations. Currently, the Company holds 43,706,423 shares of Beiyang Media, representing 2.43% of the aggregate share capital of Beiyang Media. The Company's investment in Beiyang Media in 2011 is mainly based on: (1) Beiyang Media's good operating condition; and (2) its capital operation plan, such as its share reform and listing, in order to obtain a better investment return. Upon the Company's investment, Beiyang Media has been operating well in recent years and has been profitable.

Beijing Keyin Media and Culture Co., Ltd. (hereinafter referred to as "**Keyin Media**") is mainly engaged in organizing exchange activities on culture and art, and design, production and provision of agency service of advertisements, etc. Currently, the Company holds 4,000,000 shares of Keyin Media, representing 16% of the aggregate share capital of Keyin Media. The

Company's investment in Keyin Media in 2012 is mainly based on its good operating conditions and listing plans. Upon the Company's investment, Keyin Media has been operating well in recent years and has been profitable.

Beijing International Advertising & Communication Group Co., Ltd. (hereinafter referred to as "**BIAC**") is mainly engaged in design, production and provision of agency service of advertisements, etc. Currently, the Company holds 20,000,000 shares of BIAC, representing 11.44% of the aggregate share capital of BIAC. The Company invested in BIAC to obtain investment returns in 2016; Based on the Company's business transformation strategy and the recent business situation of BIAC after investment, the Company may consider gradually advancing its exit plan.

Save as disclosed in this report, as of 31 December 2025, the Group had no material investments or any plan related to material investment or acquisition of assets.

Material Acquisition and Disposal of Assets

On 11 December 2023, the Company entered into the exclusive concession rights agreements ("**2024 and 2025 Exclusive Concession Rights Agreements**") with Beijing MTR and its wholly owned subsidiary, Beijing MTR17, respectively, pursuant to which the Company was granted the exclusive rights to use and operate the major advertising resources in Beijing Metro Line 4 and Daxing Line operated by Beijing MTR and the northern section of Beijing Metro Line 17, for a period of two years commencing from 1 January 2024 and ending on 31 December 2025. In terms of the above arrangements, the Company shall pay concession fees to Beijing MTR and Beijing MTR17 on the basis of "guarantee fees + extra revenue commission fees"; among which, for the guarantee fees, the guaranteed fees for the first operating year of exclusive concession for the Beijing Metro Line 4, Daxing Line and the northern section of Beijing Metro Line 17 are RMB18.63 million, RMB4.70 million and RMB3.67 million, respectively, with an annual increment of 2%; and extra revenue commission fees will be calculated based on the actual advertising revenue and on a stepwise basis according to the relevant formula. The above transaction enables the Group to enrich its outdoor advertising business, take advantage of its main business of convergence media advertising sales and the major advertising resources of the relevant metro lines, so as to increase its operating income and generate better returns to Shareholders. For details of the above transaction, please refer to the announcement dated 11 December 2023 and circular dated 14 December 2023 of the Company.

Given the above exclusive concession rights would expire at the end of 2025, on 11 December 2025, the Company entered into the 2026 exclusive concession rights agreements (the "**2026 Exclusive Concession Rights Agreements**") with Beijing MTR and Beijing MTR17, respectively, pursuant to which, (i) the exclusive advertising concession operating period will be extended for a year to 31 December 2026; (ii) considering the middle section of Beijing Metro Line 17

operated by Beijing MTR17 will be opened which connects the entire line for full operation at the end of 2025, the exclusive concession operating scope in 2026 will cover the major advertising resources in Beijing Metro Line 4 and Daxing Line and in the whole line of Beijing Metro Line 17; (iii) the pricing basis for concession fees is optimized while retaining the original "guaranteed fees + extra revenue commission fees" regime. For guaranteed fees: the relevant lines will no longer be divided into sections with individually negotiated and accounted guaranteed fees; instead, a unified guaranteed fee for the entire line will be agreed upon and accounted for on the basis of the total actual advertising revenue of the entire line. For extra revenue commission fees: the calculation benchmark will no longer be the total actual advertising revenue; rather 92% of the actual advertising revenue (equivalent to the actual advertising revenue after deducting the estimated production costs) will serve as the basis for calculating the extra revenue commission fees; and (iv) other relevant arrangements under the 2024 and 2025 Exclusive Concession Rights Agreements remain unchanged. During the operating period of the 2026 Exclusive Concession Rights Agreements, the guaranteed fee for the exclusive concession year for Beijing Metro Line 4, Daxing Line and the whole line of Line 17 was RMB24,272,532 (tax inclusive) and RMB4,424,268 (tax inclusive), respectively. For details of the above transaction, please refer to the announcement dated 11 December 2025 and circular dated 16 December 2025 of the Company.

Save as disclosed in this report, during the Reporting Period, the Group had no material acquisition or disposal of subsidiaries, joint ventures, associates, etc.

Foreign Exchange Risks

Renminbi is the functional currency of the Group. The Group's operations in the PRC are mainly settled in Renminbi. However, certain payables are settled in foreign currency (mainly USD and HKD). Therefore, the Group is exposed to fluctuations in foreign exchange rate to a certain extent. Operating cash flow or liquidity of the Group is subject to very limited effect from exchange rate fluctuations.

Staff

The Group is committed to building and cultivating a diversified and high-quality talent team, maintains a working environment for diversified development, strictly forbids discrimination in gender, region, religion and nationality, etc. during recruitment, and treats different types of employees equally. As at 31 December 2025, the Group had a total of 212 staff members (31 December 2024: a total of 335) including 135 female staff members and 77 male staff members, accounting for 63.68% and 36.32% of the total staff members, respectively. The decrease in the number of the staff as compared with 2024 was mainly due to business adjustment, organizational adjustments, and workforce optimization at the Company and its subsidiaries. Differences in background of the staff members and job demand and other matters are the main factors

affecting the gender diversity of staff members. During the Reporting Period, the Group's employee remuneration amounted to approximately RMB83,890 thousand in total. The staff remuneration and benefits of the Group are both determined by reference to market rates, national policies and individual performance. The Group actively encouraged the self-development of the employees, and carried out abundant staff training activities. In 2025, the Group carried out various training programs on management skills of middle level cadres, financial management, connected transactions and listing compliance, legal compliance, new media business and metro advertising business, to enhance the overall quality of staff from management, business and compliance perspectives.

Remuneration Policy

The Company has set up the Remuneration Committee under the Board, which is responsible for formulating the remuneration policy and making proposal regarding the remunerations of the Directors and senior management of the Company to the Board. The remunerations of the Directors of the Company are determined by the Remuneration Committee as authorised by the general meeting of the Company. The remuneration policy of the Company is determined and realised according to the duties of the Directors and senior management and the Company's operating performance.

Position-based remuneration system was adopted for general management staff and their remuneration was determined according to the relative importance of the positions, the responsibilities assumed in the positions and other factors. Various salary models such as performance linked and piece rate wage model were adopted respectively for other employees based on the types of employees and their job nature.

The Company stringently controlled the overall salary amount management of its controlled subsidiaries and its wholly-owned subsidiaries in accordance with the applicable policy requirements of the PRC government. It sought to maintain an appropriate balance between salary increase and the growth in economic benefits, in order to achieve a win-win situation among Shareholders, management and employees and to facilitate the harmonious development of the enterprise.

The Company paid certain housing provident funds and social security funds on behalf of employees on a monthly basis, according to the relevant national and local laws and regulations on labour affairs and social security. In particular, social security funds include pension insurance, medical insurance, unemployment insurance, maternity insurance and work injury insurance, etc.

(2) For the financial year ended 31 December 2024

Group Business Review

The Group is principally engaged in four core businesses: (1) advertising business, which comprises the sales of multi-interface convergence media advertising and event planning; (2) youth student travel business, which provides services such as youth cultural activities, group camp reception and curriculum research and development; (3) new media operation and maintenance, which provides comprehensive services such as government-affiliated and corporate new media operation and maintenance; and (4) printing and trading of printing-related materials business, which undertakes printing of newspaper and trading of printing related materials.

The Group's total operating income for 2024 was RMB209,192 thousand, representing a decrease of 1.30% as compared with the corresponding period in 2023 (2023: RMB211,950 thousand). Operating costs of the Group for 2024 were RMB185,108 thousand, representing an increase of 2.57% as compared with those for the corresponding period of 2023 (2023: RMB180,469 thousand). Net loss attributable to shareholders of the Company for 2024 was RMB2,042 thousand, representing a decrease of 86.56% as compared with those for the corresponding period of 2023 (2023: net loss attributable to shareholders of the Company of RMB15,199 thousand).

The Group recorded significant loss reductions due to (1) the gain after tax on disposal of investment properties by a subsidiary of the Company, Beiqing Outdoor; (2) a decrease in credit impairment losses due to recovery of certain accounts receivable of the Company and its subsidiaries. In addition, the Group also actively optimized its operational and management efficiency, which effectively reduced cost of sales and finance costs.

Financial Resources and Liquidity

As at 31 December 2024, current assets of the Group was RMB294,314 thousand (31 December 2023: RMB308,444 thousand), including bank balances and cash of RMB81,523 thousand (31 December 2023: RMB77,384 thousand) and non-current assets of the Group was RMB418,439 thousand (31 December 2023: RMB406,467 thousand).

As at 31 December 2024, current liabilities of the Group was RMB63,118 thousand (31 December 2023: RMB81,018 thousand); and non-current liabilities was RMB706 thousand (31 December 2023: RMB4,630 thousand).

As at 31 December 2024, Shareholders' equity of the Group was RMB648,929 thousand (31 December 2023: RMB629,263 thousand).

Gearing Ratio

As at 31 December 2024, gearing ratio of the Group was 9.84% (31 December 2023: 13.61%) (which is calculated by dividing the Group's total liabilities by its total equity).

Bank Borrowings, Overdrafts and Other Borrowings

As at 31 December 2024, bank loans, overdrafts and other borrowings of the Group was Nil (31 December 2023: Nil). Most of the cash and cash equivalent held by the Group was denominated in Renminbi.

Financing Cost

Financing cost of the Group for 2024 was RMB172 thousand (2023: RMB256 thousand).

Capital Expenditure

Capital expenditure of the Group for 2024 was RMB4,239 thousand (2023: RMB2,073 thousand). Capital expenditure of the Group for 2024 mainly comprises the expenditures consistent with business strategies including expenditures on office equipment and intangible assets.

Contingent Liabilities and Pledge of Assets

As at 31 December 2024, the Group did not have any contingent liabilities or any pledge of assets.

Material Investments

The Company entered into the single asset management contract with Capital Securities and the Beijing Branch of Bank of Communications Co., Ltd. on 19 April 2022, pursuant to which, the Company entrusted Capital Securities to provide asset management and investment services, with a term of one year from the date of approval by the independent Shareholders at the annual general meeting (i.e. 17 June 2022). The above single asset management scheme has been approved by the Shareholders of the Company to make certain optimization adjustments and extend the term for another three years to 16 June 2026. As at 31 December 2024, the Company's investments in the above asset management accounted for more than 5% of the Group's total assets. For details of the above transaction, please refer to the announcements dated 19 April 2022 and 25 April 2023 and the circulars dated 26 May 2022 and 25 May 2023 of the Company.

As at 31 December 2024, the Company's investments in Beiyang Publishing & Media Co., Ltd. and Beijing Keyin Media and Culture Co., Ltd. and Beijing International Advertising & Communication Group Co., Ltd. account for over 5% of the Group's total assets. Details of such significant investments are as below:

(1) Basic information of relevant investees:

Company name	Place of registration	Principal place of operation	Business nature	Shareholding *(%)*	Fair value as at 31 December 2024 *(RMB'000)*	Proportion of total assets *(%)*
Beiyang Publishing & Media Co., Ltd.	Shijiazhuang	Shijiazhuang	Production, printing, publishing and distribution of books, newspapers and magazines	2.43	264,379	37.09
Beijing Keyin Media and Culture Co., Ltd.	Beijing	Beijing	Organizing exchange activities on culture and art, and design, production and provision of agency service of advertisements	16.00	36,444	5.11
Beijing International Advertising & Communication Group Co., Ltd.	Beijing	Beijing	Design, production and provision of agency service of advertisements	11.44	36,853	5.17

(2) Major financial information of significant investees:

Company name	Net profit attributable to owners of the parent company for the year ended 31 December 2024 *(RMB'000)*	Accumulated undistributed profits as at 31 December 2024 *(RMB'000)*	Confirmed dividend received for the year ended 31 December 2024 *(RMB'000)*
Beiyang Publishing & Media Co., Ltd.	1,284,182	7,429,112	8,197
Beijing Keyin Media and Culture Co., Ltd.	(96)	167,572	662

(3) The investment strategies of major investments:

Beiyang Publishing & Media Co., Ltd. (hereinafter referred to as "**Beiyang Media**") is mainly engaged in the production, printing, publishing and distribution of books, newspapers and magazines. It is the main platform for Hebei Publishing & Media Group Co., Ltd. to perform transformation into corporate and capitalized operations. Currently, the Group holds 43,706 thousand shares of Beiyang Media, representing 2.43% of the aggregate

share capital of Beiyang Media. The Group's investment in Beiyang Media is mainly based on: (1) Beiyang Media's good operating condition; and (2) its capital operation plan, such as its share reform and listing, in order to obtain a better investment return. Upon the Group's investment, Beiyang Media has been operating well in recent years and has been profitable, and has achieved steady growth in assets and revenue. The Group is optimistic about the future operation of Beiyang Media and is prepared to continue to hold it for a long term.

Beijing Keyin Media and Culture Co., Ltd. (hereinafter referred to as "**Keyin Media**") is mainly engaged in organizing exchange activities on culture and art, and design, production and provision of agency service of advertisements, etc. Currently, the Group holds 4,000 thousand shares of Keyin Media, representing 16% of the aggregate share capital of Keyin Media. The Group's investment in Keyin Media is mainly based on its good operating conditions and listing plans. Upon the Company's investment, Keyin Media has been operating well in recent years and has been profitable. The Group is optimistic about the future operation of Keyin Media and is prepared to continue to hold it for a long term.

Save as disclosed above, as of 31 December 2024, the Group had no material investments or any plan related to material investment or acquisition of assets.

Material Acquisition and Disposal of Assets

On 11 December 2023, the Company entered into the exclusive concession rights agreements with Beijing MTR and its wholly owned subsidiary, Beijing MTR17, pursuant to which the Company was granted the exclusive rights to use and operate the major advertising resources in Beijing Metro Line 4 and Daxing Line operated by Beijing MTR and the northern section of Beijing Metro Line 17, for a period of two years commencing from 1 January 2024 and ending on 31 December 2025. In terms of the above arrangements, the Company shall pay concession fees to Beijing MTR and Beijing MTR17 on the basis of "guarantee fees + extra revenue commission fees"; among which, for the guarantee fees, the guaranteed fees for the first operating year of exclusive concession for the Beijing Metro Line 4, Daxing Line and the northern section of Beijing Metro Line 17 are RMB18.63 million, RMB4.7 million and RMB3.67 million, respectively, with an annual increment of 2%; and extra revenue commission fees will be calculated based on the actual advertising revenue and on a stepwise basis according to the relevant formula. The above transaction enables the Group to enrich its outdoor advertising business, take advantage of its main business of convergence media advertising sales and the major advertising resources of the relevant metro lines, so as to increase its operating income and generate better returns to Shareholders. For details of the above transaction, please refer to the announcement dated 11 December 2023 and circular dated 14 December 2023 of the Company.

As resolved by the Board on 27 November 2024 and approved by the independent Shareholders at the extraordinary general meeting of the Company held on 23 December 2024, the Company disposed of six properties (C1501, C1501', C1502, C1503, C1505, C1506) located on the 15th floor of Block C, Grand Place, No. 5 Huizhong Road, Chaoyang District, Beijing, which are held by Beiqing Outdoor (a wholly-owned subsidiary of the Company) and used for lease in full (the "**Target Property**"). The disposal of the Target Property was carried out through CBEX by the way of Public Tender. On 16 December 2024, Beiqing Outdoor was notified by CBEX that Capital Securities was the successful bidder for the Target Property at a winning bidding price of RMB20.7065304 million. On the same day, Beiqing Outdoor and Capital Securities entered into the Asset Transfer Agreement (the "**Asset Transfer Agreement**"), stipulating that Beiqing Outdoor has agreed to sell and Capital Securities has agreed to purchase the Target Property at the winning bidding price. For details of the above transactions, please refer to the announcements dated 27 November 2024, 23 December 2024 and 26 December 2024 and the circular dated 3 December 2024 of the Company.

Save as disclosed above, during the Reporting Period, the Group had no material acquisition or disposal of subsidiaries, joint ventures, associates, etc.

Foreign Exchange Risks

Renminbi is the functional currency of the Group. The Group's operations in the PRC are mainly settled in Renminbi. However, certain payables are settled in foreign currency (mainly USD and HKD). Therefore, the Group is exposed to fluctuations in foreign exchange rate to a certain extent. Operating cash flow or liquidity of the Group is subject to very limited effect from exchange rate fluctuations.

Staff

The Group is committed to building and cultivating a diversified and high-quality talent team, maintains a working environment for diversified development, strictly forbids discrimination in gender, region, religion and nationality, etc. during recruitment, and treats different types of employees equally. As at 31 December 2024, the Group had a total of 335 staff members (31 December 2023: 346) including 214 female staff members and 121 male staff members, accounting for 64% and 36% of the total staff members, respectively. The decrease in the number of the staff as compared with 2023 was mainly due to the business adjustment of certain subsidiaries of the Company. Differences in background of the staff members and job demand and other matters are the main factors affecting the gender diversity of staff members. During the Reporting Period, the Group's employee remuneration amounted to approximately RMB80,588 thousand in total. The staff remuneration and benefits of the Group are both determined by reference to market rates, national policies and individual performance. The Group actively encouraged the self-development of

the employees, and carried out abundant staff training activities. In 2024, the Group carried out staff training in respect of management capacity of middle-level cadre, listing compliance, connected transactions, new media business, video shooting technology and new employee induction, etc., to enhance the overall quality of staff from management, business and compliance perspectives.

Remuneration Policy

The Company has set up the Remuneration Committee under the Board, which is responsible for formulating the remuneration policy and making proposal regarding the remunerations of the Directors and senior management of the Company to the Board. The remunerations of the Directors of the Company are determined by the Remuneration Committee as authorised by the general meeting of the Company. The remuneration of Supervisors of the Company shall be approved by the general meeting of the Company. The remuneration policy of the Company is determined and realised according to the duties of the Directors, Supervisors and senior management and the Company's operating performance.

Position-based remuneration system was adopted for general management staff and their remuneration was determined according to the relative importance of the positions, the responsibilities assumed in the positions and other factors. Various salary models such as performance linked and piece rate wage model were adopted respectively for other employees based on the types of employees and their job nature.

The Company stringently controlled the overall salary amount management of its controlled subsidiaries and its wholly-owned subsidiaries in accordance with the applicable policy requirements of the PRC government. It sought to maintain an appropriate balance between salary increase and the growth in economic benefits, in order to achieve a win-win situation among Shareholders, management and employees and to facilitate the harmonious development of the enterprise.

The Company paid certain housing provident funds and social security funds on behalf of employees on a monthly basis, according to the relevant national and local laws and regulations on labour affairs and social security. In particular, social security funds include pension insurance, medical insurance, unemployment insurance, maternity insurance and work injury insurance, etc.

(3) ***For the financial year ended 31 December 2023***

Group Business Review

The Group is principally engaged in three core businesses: (1) advertising business, which comprises the sales of convergence media advertising, event planning, and provision of comprehensive services; (2) printing, whose turnover

includes revenue from printing publications arranged by BYD Logistics; and (3) trading of print-related materials, which involves the supply and trading of, among others, newsprint, ink, lubricants, films, presensitized plate and rubber sheet to customers including commercial printers.

The year 2023 marks a post-pandemic recovery period for Chinese economy, where long-term fundamentals were stable and picking up, and the pulling effect of domestic demand continued to strengthen. From the market perspective, the consumption demand for advertising was also gradually released, and the advertising industry was recovering with both opportunities and challenges along with new changes in the industry due to the development of science and technology.

The Group's total operating income for 2023 was RMB200,784 thousand (2022: RMB158,397 thousand), representing an increase of 26.76% as compared with the corresponding period in 2022. The increase in total operating income was mainly attributable to (1) the fact that Beiqing Community Media, a subsidiary of the Company, achieved an operating income of RMB55,441 thousand (2022: RMB28,782 thousand) in 2023, representing an increase of 92.62% as compared with the corresponding period in 2022 through the expansion of its convergence media publicity and comprehensive services business; (2) Beiqing Innovation Cultural, a subsidiary of the Company, taking the opportunity from market recovery after the COVID-19 pandemic, steadily promoted the youth study business, and recorded an operating income of RMB20,826 thousand (2022: RMB3,850 thousand), representing an increase of 440.94% as compared with the corresponding period in 2022.

Operating costs of the Group for 2023 were RMB171,661 thousand (2022: RMB150,916 thousand), representing an increase of 13.75% as compared with those for the corresponding period of 2022. Net loss attributable to shareholders of the Company for 2023 was RMB15,320 thousand (2022: net loss attributable to shareholders of the Company of RMB23,500 thousand), representing a decrease of 34.81% in loss as compared with those for the corresponding period of 2022. The Group continued to achieve loss reduction thanks to: (1) an increase in total operating income of RMB42,387 thousand; (2) the effective utilisation of idle funds by the Company, which achieved a gain on the changes in fair value of RMB8,895 thousand through the asset management business of the single asset management scheme; (3) turnaround from loss to profit of Beiqing Community Media, a subsidiary of the Company, whose net profit in 2023 was RMB4,060 thousand.

Financial Resources and Liquidity

As at 31 December 2023, current assets of the Group was RMB305,244 thousand (31 December 2022: RMB310,393 thousand), including bank balances and cash of RMB76,285 thousand (31 December 2022: RMB82,948 thousand) and non-current assets of the Group was RMB406,367 thousand (31 December 2022: RMB394,716 thousand).

As at 31 December 2023, current liabilities of the Group was RMB72,007 thousand (31 December 2022: RMB73,547 thousand); and non-current liabilities was RMB4,630 thousand (31 December 2022: RMB3,901 thousand).

As at 31 December 2023, Shareholders' equity of the Group was RMB634,974 thousand (31 December 2022: RMB627,661 thousand).

Gearing Ratio

As at 31 December 2023, gearing ratio of the Group was 12.07% (31 December 2022: 12.34%) (which is calculated by dividing the Group's total liabilities by its total equity).

Bank Borrowings, Overdrafts and Other Borrowings

As at 31 December 2023, bank loans, overdrafts and other borrowings of the Group was Nil (31 December 2022: Nil). Most of the cash and cash equivalent held by the Group was denominated in Renminbi.

Financing Cost

Financing cost of the Group for 2023 was RMB170 thousand (2022: RMB5 thousand).

Capital Expenditure

Capital expenditure of the Group for 2023 was RMB1,962 thousand (2022: RMB930 thousand). Capital expenditure of the Group for 2023 mainly comprises the expenditures consistent with business strategies including expenditures on office equipment and intangible assets.

Contingent Liabilities and Pledge of Assets

As at 31 December 2023, the Group did not have any contingent liabilities or any pledge of assets.

Material Investments

The Company entered into the single asset management contract with Capital Securities and the Beijing Branch of Bank of Communications Co., Ltd. on 19 April 2022, pursuant to which, the Company entrusted Capital Securities to

provide asset management and investment services, with a term of one year from the date of approval by the independent shareholders at the Annual General Meeting (i.e. 17 June 2022). The above single asset management scheme has been approved by the shareholders of the Company to make certain optimization adjustments and extend the term for another three years to 16 June 2026.

As at 31 December 2023, the Company's investments in the Beiyang Publishing & Media Co., Ltd. and Beijing Keyin Media and Culture Co., Ltd. accounted for over 5% of the Group's total assets in value. The details of such significant investments are set out below:

(1) Basic information of relevant companies:

Company name	Place of registration	Primary place of operation	Business nature	Shareholding *(%)*	Fair value as at 31 December 2023 *(RMB'000)*	Proportion of total assets *(%)*
Beiyang Publishing & Media Co., Ltd.	Shijiazhuang, Hebei	Shijiazhuang, Hebei	Production, printing, publishing and distribution of books, newspapers and magazines	2.43	242,369	34.06
Beijing Keyin Media and Culture Co., Ltd.	Beijing	Beijing	Organizing exchange activities on culture and art, and design, production and provision of agency service of advertisements	16.00	37,120	5.22

(2) Major financial information of significant investees:

Company name	**Net profit attributable to owners of the parent company for the year ended 31 December 2023** *(RMB'000)*	**Accumulated undistributed profits as at 31 December 2023** *(RMB'000)*	**Dividend received for the year ended 31 December 2023** *(RMB'000)*
Beiyang Publishing & Media Co., Ltd.	—	—	—
Beijing Keyin Media and Culture Co., Ltd.	7,786	171,798	729

(3) The investment strategies of major investments:

Beiyang Publishing & Media Co., Ltd. (hereinafter referred to as "**Beiyang Media**") is mainly engaged in the production, printing, publishing and distribution of books, newspapers and magazines. It is the main platform for Hebei Publishing & Media Group Co., Ltd. to perform transformation

into corporate and capitalized operations. Currently, the Company holds 43,706,423 shares of Beiyang Media, representing 2.43% of the aggregate share capital of Beiyang Media. The Company's investment in Beiyang Media is mainly based on: (1) Beiyang Media's good operating condition; and (2) its capital operation plan, such as its share reform and listing, in order to obtain a better investment return. Upon the Company's investment, Beiyang Media has been operating well in recent years and has been profitable, and has achieved steady growth in assets and revenue. The Group is optimistic about the future operation of Beiyang Media and is prepared to continue to hold it for a long term.

Beijing Keyin Media and Culture Co., Ltd. (hereinafter referred to as "**Keyin Media**") is mainly engaged in organizing exchange activities on culture and art, and design, production and provision of agency service of advertisements, etc. Currently, the Company holds 4,000,000 shares of Keyin Media, representing 16% of the aggregate share capital of Keyin Media. The Company's investment in Keyin Media is mainly based on its good operating conditions and listing plans. Upon the Company's investment, Keyin Media has been operating well in recent years and has been profitable. The Group is optimistic about the future operation of Keyin Media and is prepared to continue to hold it for a long term.

Save as disclosed above, as of 31 December 2023, the Group had no material investments or any plan related to material investment or acquisition of assets.

Material Acquisition and Disposal of Assets

On 11 December 2023, the Company entered into the exclusive concession rights agreements with Beijing MTR and its wholly owned subsidiary, Beijing MTR17, pursuant to which the Company was granted the exclusive rights to use and operate the major advertising resources in Beijing Metro Line 4 and Daxing Line operated by Beijing MTR and the northern section of Beijing Metro Line 17, for a period of two years commencing from 1 January 2024 and ending on 31 December 2025. In terms of the above arrangements, the Company shall pay concession fees to Beijing MTR and Beijing MTR17 on the basis of "guarantee fees + extra revenue commission fees"; among which, for the guarantee fees, the guaranteed fees for the first operating year of exclusive concession for the Beijing Metro Line 4, Daxing Line and the northern section of Beijing Metro Line 17 are RMB18.63 million, RMB4.70 million and RMB3.67 million, respectively, with an annual increment of 2%; and extra revenue commission fees will be calculated based on the actual advertising revenue and on a stepwise basis according to the relevant formula. The above transaction enables the Group to enrich its outdoor advertising business, take advantage of its main business of convergence media advertising sales and the major advertising resources of the relevant metro lines, so as to increase its operating income and generate better returns to Shareholders. For details of the above transaction which constitutes connected transaction and

major transaction of the Company under the Listing Rules, please refer to the announcement dated 11 December 2023 and circular dated 14 December 2023 of the Company.

Save as disclosed above, during the year ended 31 December 2023, the Group had no material acquisition or disposal of subsidiaries, joint ventures, associates, etc.

Foreign Exchange Risks

Renminbi is the functional currency of the Group. The Group's operations conducted in the PRC are mainly settled in Renminbi. However, certain payables are settled in foreign currency (mainly United States dollars and Hong Kong dollars). Therefore, the Group is exposed to fluctuations in foreign exchange rate to a certain extent. Operating cash flow or liquidity of the Group is subject to very limited effect from exchange rate fluctuations.

Staff

The Group is committed to building and cultivating a diversified and high-quality talent team, maintains a working environment for diversified development, strictly forbids discrimination in gender, region, religion and nationality, etc. during recruitment, and treats different types of employees equally. As at 31 December 2023, the Group had a total of 346 staff members (31 December 2022: a total of 329) including 224 female staff members and 122 male staff members, accounting for 64.7% and 35.3% of the total staff members, respectively. The increase in the number of the staff as compared with 2022 was mainly due to the reasonable increase of the normal business needs of certain subsidiaries of the Company. Differences in background of the staff members and job demand and other matters are the main factors affecting the gender diversity of staff members. In 2023, the Group's employee remuneration amounted to approximately RMB67,396 thousand in total. The staff remuneration and benefits of the Group are both determined by reference to market rates, national policies and individual performance. The Group actively encouraged the self-development of the employees, and carried out abundant staff training activities. In 2023, the Group carried out staff training in respect of management capacity of middle-level cadre, listing compliance, new media business, video shooting technology and new employee induction, etc., to enhance the overall quality of staff from management, business and compliance perspectives.

Remuneration Policy

The Company has set up the Remuneration Committee under the Board, which is responsible for formulating the remuneration policy and making proposal regarding the remunerations of the Directors and senior management of the Company to the Board. The remunerations of the Directors of the Company are determined by the Remuneration Committee as authorised by the general meeting of the Company. The remuneration of Supervisors of the

Company shall be approved by the general meeting of the Company. The remuneration policy of the Company is determined and realised according to the duties of the Directors, Supervisors and senior management and the Company's operating performance.

Position-based remuneration system was adopted for general management staff and their remuneration was determined according to the relative importance of the positions, the responsibilities assumed in the positions and other factors. Various salary models such as performance linked and piece rate wage model were adopted respectively for other employees based on the types of employees and their job nature.

The Company stringently controlled the overall salary amount management of its controlled subsidiaries and its wholly-owned subsidiaries in accordance with the applicable policy requirements of the PRC government. It sought to maintain an appropriate balance between salary increase and the growth in economic benefits, in order to achieve a win-win situation among Shareholders, management and employees and to facilitate the harmonious development of the enterprise.

The Company paid housing funds and social security funds on behalf of employees on a monthly basis, according to the relevant national and local laws and regulations on labour affairs and social security. In particular, social security funds include pension insurance, medical insurance, unemployment insurance, maternity insurance and work injury insurance, etc.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO), which are required to be notified to the Company and the Hong Kong Stock Exchange under the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Hong Kong Stock Exchange.

As at the Latest Practicable Date: Directors Mr. Nie Sen, Mr. Wang Hao and Mr. Li Zhen are employees of Capital Group; Director Mr. Wang Zechen is an employee of Beijing Chengshang Cultural Communication Co., Ltd.; Director Mr. Li Xiaowei is an employee of Leshi Internet Information & Technology Corp., Beijing. While Capital Group, Beijing Chengshang Cultural Communication Co., Ltd. and Leshi Internet Information & Technology Corp., Beijing had interests in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as detailed below:

Name of Shareholders	Class of Shares	Nature of Shares	Nature of Interest	Number of Shares	% of Class Issued Share Capital	% of Total Share Capital
Capital Group*Note*	Other	Domestic shares	N/A	124,839,974	87.66	63.27
Beijing Chengshang Cultural Communication Co., Ltd.	Beneficial owner	Domestic shares	N/A	7,367,000	5.17	3.73
Leshi Internet Information & Technology Corp., Beijing	Beneficial owner	H shares	Long position	19,533,000	35.58	9.90

Information disclosed above is based on the information published on the HKEX news website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) unless otherwise stated in the note below.

Note: The Committee of the Beijing Municipality of the Youth League of Communist Party of China entrusted Capital Group to manage the affiliates of BYDA (excluding the Company) for a term of five years from 18 June 2020. The aforementioned entrust management arrangement has been extended on 8 May 2025 until 17 June 2030. The Company has been included in the scope of above entrust arrangement since 20 May 2021, pursuant to which, Capital Group will exercise the rights and duties of investors/shareholders stipulated in the Company's articles of association within the term of entrust management, including but not limited to, the control, voting rights, operation rights and income rights over the Company. Therefore, Capital Group has interest in the 124,839,974 domestic shares held by BYDA.

Save as disclosed above, as at the Latest Practicable Date, none of other Directors holds position in a company which has an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial position or trading position of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up.

4. INTERESTS OF DIRECTORS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their respective associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

5. DIRECTORS' INTEREST IN ASSETS OR CONTRACTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group was made up, or was proposed to be acquired or disposed of by or leased to any member of the Group; and none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group as a whole.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group in which more than one year's notice or payment of compensation (other than statutory compensation) shall be given by the latter upon termination.

7. EXPERT'S QUALIFICATION AND CONSENT

Gram Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which it appears.

The following is the qualification of Gram Capital who has given its opinions or advice which are contained in this circular:

Name	Qualification
Gram Capital Limited	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activities as defined under the SFO

8. EXPERT'S INTERESTS

As at the Latest Practicable Date, Gram Capital did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up, or was proposed to be acquired, or disposed of by, or leased to any member of the Group, and did not have any beneficial shareholding in any member of the Group, nor any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

9. MATERIAL CONTRACTS

Save for the Asset Transfer Agreement and the 2026 Supplemental Agreement, the Group has not entered into any material contracts (not in the ordinary course of business) during the two years preceding the Latest Practicable Date.

10. MATERIAL LITIGATION

To the knowledge of the Directors, as at the Latest Practicable Date, the Company was not involved in any material litigation, arbitration or claim and there was no material legal action or claim that is outstanding or may arise or occur, which may pose material threat to the business and financial condition of the Group.

11. METHOD OF VOTING AT THE AGM

According to Rule 13.39(4) of the Listing Rules, any vote of the 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 the proposed resolutions at the AGM.

12. MISCELLANEOUS

(a) The joint company secretaries of the Company are Ms. Liu Jia and Mr. Yu Leung Fai. Ms. Liu Jia, by virtue of her relevant experiences, has been confirmed capable of discharging the functions of company secretary by the Hong Kong Stock Exchange in November 2022 pursuant to note 2 to Rule 3.28 of the Listing Rules and qualified for the position of company secretary of the Company under the Listing Rules. Mr. Yu Leung Fai is a member of the American Institute of

Certified Public Accountants, Certified Practicing Accountants of Australia, the Hong Kong Institute of Certified Public Accountants and a Certified Trust Practitioner of Hong Kong Trustee Association.

(b) The registered office of the Company is situated at Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing, the PRC.

(c) The H share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited which is situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

13. DOCUMENTS ON DISPLAY

Copy of the following document will be published on the website of Hong Kong Stock Exchange at http://www.hkexnews.hk and the website of the Company at http://www.bjmedia.com.cn for a period of 14 days commencing from the date of this circular:

(a) The 2026 Supplemental Agreement;

(b) The Single Asset Management Contract;

(c) The Letter from the Independent Board Committee;

(d) The Letter from the Independent Financial Adviser; and

(e) the Independent Financial Adviser's consent letter mentioned in the "7. Expert's Qualification and Consent" of the Appendix II of this circular.

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 Tuesday, 16 June 2026 at Conference Room 704, 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 (the "**Board**") of the Company for the year ended 31 December 2025.

2. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2025.

3. To consider and, if thought fit, to approve the consolidated annual financial budgets of the Company for the year 2026.

4. To consider and, if thought fit, to approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company's auditor for the year 2026, and to authorize the audit committee of the Board of the Company to determine its remuneration.

5. To consider and, if thought fit, to approve:

   "**THAT**

   a. the supplemental agreement to the Asset Management Contract for the Capital Securities — Beijing Media Single Asset Management Scheme dated 20 May 2026 and entered into between the Company, Capital Securities Co., Ltd. and Beijing Branch of Bank of Communications Co., Ltd., and the Proposed Annual Cap of the transactions contemplated thereunder within the Extended Period of the single asset management contract; and

b. any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the supplemental agreement to the Asset Management Contract for the Capital Securities — Beijing Media Single Asset Management Scheme and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient."

By order of the Board
Beijing Media Corporation Limited
Chairman
Nie Sen

Beijing, the PRC
26 May 2026

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, Nie Sen, Wang Hao, Li Zhen, Li Xiaowei and Wang Zechen; 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 notice on the Company's website 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, 16 June 2026 shall be entitled to attend the AGM.

Holders of H shares intending to attend and vote at the AGM to be held on Tuesday, 16 June 2026 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 Tuesday, 9 June 2026.

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 Wednesday, 10 June 2026 to Tuesday, 16 June 2026 (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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(3) The registered office and the contact details of the Company are:

Building A, No. 23 Baijiazhuang Dongli,
Chaoyang District, Beijing 100026, the PRC
Telephone: (+86) 10 8534 0766