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## BEIJING MEDIA CORPORATION LIMITED

### 北青傳媒股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1000)**

## ANNOUNCEMENT

This announcement is made in accordance with Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

### BACKGROUND AND POSSIBLE ACQUISITION

On 29 July 2011, the board of directors (the “**Board**”) of Beijing Media Corporation Limited (the “**Company**”) resolved to, among other things,

- a) make the plan of the proposed acquisition of remaining equity interest in BYD Logistics Co., Ltd. (the “**Target Company**”, the Target Company is a state-owned enterprise. As at the date of this announcement, the Target Company, also being a subsidiary of the Company, is owned as to 50.5% by the Company, 22.875% jointly by Workers Daily Agency, Beijing Keyin Modern Printing Technology Co., Ltd., Xinhua News Agency Printing and Today Sunshine Advertising Co., Ltd. (the “**SOE Vendors**”), 20% jointly by Beijing Beiqing Sunshine Petrochemical Co., Ltd. and 5 natural persons (the “**Non-SOE Vendors**”, and 6.625% by Beijing Minyi Printing Technology Services Company).
- b) participate in the public bidding for the disposal of the 22.875% equity interest of the Target Company held by China Beijing Equity Exchange (the “**Bidding Offer**”). The application of acceptance for the Bidding Offer has been submitted on the same date.

If the Company's application of acceptance is successful, the Company will also acquire the 20% equity interest from the Non-SOE Vendors. If the acquisition from both the SOE Vendors and Non-SOE Vendors (the “**Possible Acquisition**”) is successful, the Target Company will become a 93.375%-owned subsidiary of the Company. The Possible Acquisition is subject to, among other matters, the approval from the shareholders of the Company.

## THE BIDDING OFFER

Vendor	:	SOE Vendors
Minimum price stipulated by the Vendor	:	RMB16,026,300
Deposit	:	RMB4,807,700, which will be used as the deposit to be paid by the interested party for the Bidding Offer. If the interested party is confirmed as the ultimate Vendor, the deposit will be used as part of the consideration for the acquisition of all of the equity interest held by the SOE Vendor; otherwise the deposit will be returned in full with no interest on the condition that there is no violation on the deposit clause
Tender period	:	From 13 July 2011 to 9 August 2011
Right of first refusal	:	The other shareholders (other than the Company) of the Target Company have waived their rights of first refusal in acquisition of all of the equity interest held by the SOE Vendors, and the Company will exercise its right of first refusal

## THE BIDDING PROCEDURE

According to the announcement of the China Beijing Equity Exchange for the Bidding Offer, applications of acceptance for the Bid Offer can be submitted during the aforementioned tender period. After the interested party having submitted the application of acceptance for the Bidding Offer and its qualification having been approved, such qualified interested party will be informed by the China Beijing Equity Exchange for the payment of a deposit.

If there is only one qualified interested party, then after the payment of a deposit, the formal equity transfer agreement will be entered into between the SOE Vendors and such qualified interested party for the acquisition of the 22.875% equity interest of the Target Company.

If there are two or more qualified interested parties, those qualified interested parties will participate in the bidding process after having paid a deposit, and the qualified interested party who wins at the bidding process will enter into the formal equity transfer agreement with the SOE Vendors for the acquisition of the 22.875% equity interest of the Target Company.

## REASONS FOR THE POSSIBLE ACQUISITION

The Company is of the view that the Proposed Acquisition will (i) enhance the control of the Company and its subsidiaries (the “**Group**”) on the Target Company; and (ii) generate higher returns to the Group in future, should the Target Company become more profitable in future.

## INFORMATION OF THE TARGET COMPANY

The Target Company is a 50.5%-owned subsidiary of the Company and is involved in the business of providing storage, transportation, logistics and printing services and the trading of print-related material.

## GENERAL

The Company may or may not succeed in becoming the ultimate interested party following the submission of the application of acceptance for the Bidding Offer. In the event that the Company's application of acceptance is successful, the Possible Acquisition, may constitute a major transaction of the Company under Chapter 14 of the Listing Rules, and part of the Possible Acquisition, may constitute a connected transaction of the Company which is exempted from independent shareholders' approval under Chapter 14A of the Listing Rules. Further announcement(s) and circular(s) will be made in respect thereof as and when applicable as stipulated under the Listing Rules.

**As the Possible Acquisition may or may not proceed, shareholders and potential investors should exercise in caution when dealing in the shares of the Company.**

By Order of the Board  
**Beijing Media Corporation Limited**  
**Zhang Yanping**  
*Chairman*

Beijing, PRC,  
29 July 2011

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

*Please also refer to the published version of this announcement on the Company's website at [www.bjmedia.com.cn](http://www.bjmedia.com.cn).*