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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**

#### **POLL RESULTS OF EGM HELD ON FRIDAY, 21 DECEMBER 2012**

The board of directors (the “**Board**”) of Beijing Media Corporation Limited (the “**Company**”) is pleased to announce that an extraordinary general meeting (the “**EGM**”) was held at 3:00 p.m. on Friday, 21 December 2012 at 21st Floor, Beijing Youth Daily Agency, Building A, No. 23 Baijiazhuang Dongli, Chaoyang District, Beijing 100026, the People's Republic of China (the “**PRC**”).

At the EGM, the proposed resolutions set out in the notice of the EGM were voted by poll and all of them were duly passed.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Special Resolution		Total Number of Votes (Percentage of Total Number of Votes)	
		For	Against
1.	<p>To consider and, if thought fit, to approve the amendment to the articles of association (the “Articles”) of the Company as follows:</p> <p><b>the clause (IV) of existing Article 78 of the Articles is proposed to be deleted and the existing Article 78 of the Articles will be amended as follows:</b></p> <p>“Article 78 The following issues shall be approved by special resolutions at a general meeting:</p> <p>(I) Increase or reduction in share capital of the Company and the issuance of shares of any class, warrants and other similar securities;</p> <p>(II) Issuance of the corporate bonds;</p> <p>(III) Division, merger, dissolution and liquidation of the Company, and substantial acquisition or disposal;</p> <p>(IV) Amendment to these Articles of Association;</p> <p>(V) Change or annulment to the rights of class shareholders; and</p> <p>(VI) Any other issue confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions or required to be approved by special resolutions in accordance with Listing Rules of the Stock Exchange.”</p>	<p>162,547,000 (99.8581%)</p>	<p>231,000 (0.1419%)</p>
	<p>As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.</p>		

Ordinary Resolutions		Number of Valid Votes (%)	
		For	Against
2.	To consider and, if thought fit, to approve the removal of Mr. Zhang Yabin as an executive director of the Company.	162,547,000 (99.8581%)	231,000 (0.1419%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.	To consider and, if thought fit, to approve the appointment of Mr. Yu Haibo as an executive director of the Company, to authorise the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorise any one director of the Company to execute a service contract or such other documents or supplement agreements or deeds on behalf of the Company.	162,547,000 (99.8581%)	231,000 (0.1419%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
4.	To consider and, if thought fit, to approve the respective annual caps for the three years ending 31 December 2015 for the transactions contemplated under the agreement (the “ <b>Advertising Business Agreement</b> ”) dated 7 December 2004 and its supplement agreement dated 9 April 2010 and entered into between the Company and Beijing Youth Daily Agency (the “ <b>Parent</b> ”) in relation to granting by the Parent the exclusive rights to sell all the advertising space in the Beijing Youth Daily.	37,707,026 (99.3911%)	231,000 (0.6089%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

Ordinary Resolutions		Number of Valid Votes (%)	
		For	Against
5.	<p>To consider and, if thought fit, to approve:</p> <p><b>“THAT</b></p> <p>a. the agreement (the <b>“Printing Framework Agreement”</b>) dated 31 October 2012 and entered into between the Beijing Youth Daily Logistics Company Limited and the Parent in relation to providing the printing services and printing materials to the Parent, and the respective annual caps for the three years ending 31 December 2015 for the transactions contemplated thereunder;</p> <p>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 Printing Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”</p>	<p>37,707,026 (99.3911%)</p>	<p>231,000 (0.6089%)</p>
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

As at the date of the EGM, the Company didn't receive from Mr. Zhang Yabin any statement of disagreement with the Board and the Company didn't notice that there was any matter relating to his removal that need to be brought to the attention of the shareholders and creditors of the Company.

As at the date of the EGM, the number of total issued shares of the Company was 197,310,000 shares. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), Beijing Youth Daily Agency and its associates, directly and indirectly, holding an aggregate of 124,839,974 shares (represent approximately 63.27% of the total issued share capital of the Company, abstained from voting on the resolutions No.4 and No.5 proposed at the EGM. The total number of shares entitling the holders to attend and vote for or against the resolutions (other than the resolutions No.4 and No.5) proposed at the EGM was 197,310,000 shares, and the total number of shares entitling the holders to attend and vote for or against the resolutions No.4 and No.5 proposed at the EGM was 72,470,026 shares.

Save as disclosed above, there were no shares entitling the holders to attend and vote only against the resolutions proposed at the EGM and there were no restrictions on any shareholder casting votes on the resolutions proposed at the EGM. No party has stated its intention to vote against the resolutions proposed at the EGM or to abstain from voting.

Shareholders and authorized proxies holding an aggregate of 162,778,000 shares, representing 82.50% of the total issued share capital of the Company, were present at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The EGM was chaired by Mr. Zhang Yanping, the Chairman of the Company.

In compliance with the requirements of the Listing Rules, ShineWing Certified Public Accountants Co., Ltd., the auditors of the Company, acted as scrutineer for the vote-taking at the EGM.

On behalf of the Board  
**Beijing Media Corporation Limited**  
**Zhang Yanping**  
*Chairman*

Beijing, 21 December 2012

*As at the date of this announcement, the Board comprises: the executive directors of the Company, Zhang Yanping, Yu Haibo, Sun Wei and He Xiaona, the non-executive directors of the Company, Li Shiheng, Liu Han, Wu Peihua, Li Xiaobing, Xu Xun and Li Yigeng, and the independent non-executive directors of the Company, Tsang Hing Lun, Wu Changqi, Liao Li, Cui Baoguo and Song Jianwu.*

*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).*