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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)**

### **DISCLOSEABLE TRANSACTION PROVISION OF ENTRUSTMENT LOAN**

The Board announces that the Company has entered into the Entrustment Loan Agreement on 10 July 2012 with the Bank and Heqing Media, pursuant to which the Company, with its own funds, designate the Bank to act as the trustee to release the entrustment loan of RMB55 million to Heqing Media for a period from 10 July 2012 to 5 January 2013.

As one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in respect of the transaction under the Entrustment Loan Agreement exceed 5% but less than 25%, accordingly, the transactions under the Entrustment Loan Agreement constitute the discloseable transaction of the Company under Chapter 14 of the Listing Rules.

### **INTRODUCTION**

On 10 July 2012, the Company has entered into the Entrustment Loan Agreement with the Bank and Heqing Media, pursuant to which the Company, with its own funds, designate the Bank to act as the trustee to release the entrustment loan of RMB55 million to Heqing Media for a period from 10 July 2012 to 5 January 2013.

The Company holds 1.5% equity interest in Beiyang Media, which in turn is the sole shareholder of Heqing Media. Hebei Publishing & Media Group Limited Corporation, the parent of Beiyang Media has agreed to provide a guarantee arrangement for the entrustment loans provided by the Company in the full amount of RMB55 million under the Entrustment Loan Agreement without any security over the assets of the Company.

## ENTRUSTMENT LOAN AGREEMENT

<b>Date:</b>	10 July 2012
<b>Parties:</b>	(1) The Company (2) Bank (3) Heqing Media
<b>Entrustment Loan Arrangement:</b>	Pursuant to the Entrusted Loan Agreement, the Company, with its own funds, designate the Bank to act as the trustee to release the relevant entrustment loan to Heqing Media.
<b>Principal Amount of the Entrustment Loan:</b>	RMB55 million, amount of which has been guaranteed by Hebei Publishing & Media Group Limited Corporation for the repayment obligation of such full amount by Heqing Media
<b>Interest Rate:</b>	The fixed interest rate at 5.85% is determined by reference to the benchmark lending rate of People's Bank of China, the total interest shall be based on the actual lending period
<b>Term:</b>	a period from 10 July 2012 to 5 January 2013
<b>Repayment:</b>	Heqing Media shall repay the loan in the amount of RMB55 million in a lump-sum payment once the loan is matured. Interest shall be monthly paid.

## LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in respect of the transaction under the Entrustment Loan Agreement exceed 5% but less than 25%, accordingly, the transactions under the Entrustment Loan Agreement constitute the discloseable transaction of the Company under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, as at the date of this announcement, Heqing Media and its ultimate beneficial owner(s) (other than the Company), are third parties independent of the Group and its connected persons (as defined in the Listing Rules).

The Company confirms that there is no other transaction entered into between the Company and Heqing Media and its ultimate beneficial owners, which should be, together with the Entrustment Loan Agreement, regarded as a series of transactions and treated as if they are one transaction under Rule 14.22 of the Listing Rules.

The Directors are of the view that the terms of the Entrustment Loan Agreement are entered into on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **REASONS FOR ENTERING INTO THE ENTRUSTMENT LOAN AGREEMENT**

The Company is of the view that the entering into the Entrustment Loan Agreement will generate lucrative return and profit by utilizing the available fund of the Group.

## **GENERAL INFORMATION OF THE PARTIES**

### **Company**

The Company is a leading media company in the PRC principally engaged in production of newspapers and magazines, printing and trading of print-related materials.

### **Heqing Media**

Heqing Media is a limited liability company incorporated under the laws of the PRC and is principally engaged in newspaper wholesale, etc..

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless otherwise indicated in the context:

“Bank”	China Zheshang Bank Co., Ltd. Beijing Branch (浙商银行股份有限公司北京分行), a branch of a joint stock limited company incorporated in the PRC
“Beiyang Media”	Beiyang Publishing & Media Corporation Limited (北洋出版傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC
“Board”	the board of directors of the Company
“Company”	Beijing Media Corporation Limited (北青傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC and whose H shares are listed and traded on the Stock Exchange
“Director(s)”	the directors of the Company

“Entrustment Loan Agreement”	the entrustment loan agreement entered into between the Company, Bank and Heqing Media on 10 July 2012
“Group”	the Company and its subsidiaries
“Heqing Media”	Hebei Heqing Media Co. Ltd. (河北河青傳媒有限責任公司), a limited company incorporated under the laws of the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Beijing, 10 July 2012

*As at the date of this announcement, the Board comprises: the executive directors of the Company, Zhang Yanping, Zhang Yabin, Sun Wei and He Xiaona, the non-executive directors of the Company, Li Shiheng, Wu Peihua, Liu Han, 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).*