

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CONNECTED TRANSACTION ADVERTISING PLACEMENT AGREEMENT

The Board announces that the Company and LEPA have entered into the Advertising Placement Agreement on 27 December 2012, pursuant to which the Company has agree to authorize LEPA to place the advertisement of a client of LEPA on the Beijing Youth Daily.

LEPA is a wholly owned subsidiary of the Parent, the controlling shareholder of the Company, and therefore LEPA is connected person of the Company under Chapter 14A of the Listing Rules. The transactions under the Advertising Placement Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under Rule 14A.10 of the Listing Rules) of the transactions contemplated under the Advertising Placement Agreement exceeding 0.1% but less 5%, the transactions contemplated thereunder are therefore subject to reporting and announcement requirements but are exempt from the requirement of independent shareholders' approval under Chapter 14A of the Listing Rules.

I. ADVERTISING PLACEMENT AGREEMENT

Date

27 December 2012

Parties

- (1) The Company
- (2) LEPA

Transactions

Pursuant to the Advertising Placement Agreement, the Company has agree to authorize LEPA to place the advertisement of a client of LEPA on the Beijing Youth Daily. The Company shall arrange several advertising spaces for the advertisement of the client of LEPA on the Beijing Youth Daily for the term from 27 December 2012 to 1 December 2014.

Consideration

Under the Advertising Placement Agreement, the consideration shall be up to RMB5,000,000 and is determined by reference to the unit price set out in the standard advertising price list of the Company, which price list is also issued to the relevant customers of the Company, subject to applicable discounts. The consideration shall be settled in full by internal resources of LEPA in cash.

Payment terms

Under the Advertising Placement Agreement, the consideration shall be settled by LEPA in cash, as following:

- (i) as to 50% of the consideration, no later than 10 January 2013; and
- (ii) as to the remaining balance of the consideration, no later than 1 May 2013.

II. REASONS FOR ENTERING INTO THE ADVERTISING PLACEMENT AGREEMENT

The Company is of the view that entering into the Advertising Placement Agreement will (i) expand the potential client pool of the Company and (ii) generate higher return for the Company's advertising business.

III. LISTING RULES IMPLICATIONS

LEPA is a wholly owned subsidiary of the Parent, the controlling shareholder of the Company, and therefore LEPA is connected person of the Company under Chapter 14A of the Listing Rules. The transactions under the Advertising Placement Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under Rule 14A.10 of the Listing Rules) of the transactions contemplated under the Advertising Placement Agreement exceeding 0.1% but less 5%, the transactions contemplated thereunder are therefore subject to reporting and announcement requirements but are exempt from the requirement of independent shareholders' approval under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Advertising Placement Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mr. Zhang Yanping, Mr. Yu Haibo, Mr. Li Shiheng, Mr. Liu Han, Ms. Wu Peihua, Mr. Li Xiaobing and Ms. He Xiaona, also members of the decision-making body of the Parent, are deemed to have material interests in the transactions contemplated under the Advertising Placement Agreement and have abstained from voting on the relevant Board resolution. Other than those Directors mentioned above, none of the other Directors has a material interest in the transactions thereunder.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, there is no other transaction entered into between any member of the Group and the Parent Group and its ultimate beneficial owner(s) or otherwise related, which would be, together with the transactions contemplated under the Advertising Placement Agreement, aggregated under Rule 14A.25 of the Listing rules.

IV. GENERAL INFORMATION OF THE PARTIES

Company

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

LEPA

LEPA is a wholly state-owned public institution incorporated under the laws of the PRC and is principally engaged in operating and publishing of legal related newspaper.

V. DEFINITIONS

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

“Advertising Placement Agreement”	the Advertising Placement Agreement entered into between the Company and LEPA on 27 December 2012
“Beijing Youth Daily”	a newspaper named Beijing Youth Daily (北京青年報)
“Board”	the board of directors of the Company
“Company”	Beijing Media Corporation Limited (北青傳媒股份有限公司), a joint stock limited company incorporated under the laws of the PRC and whose H shares are listed and traded on the Stock Exchange

“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“LEPA”	Legal Evening Post Agency (法制晚報社), a subsidiary of Parent
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Parent”	Beijing Youth Daily Agency (北京青年報社), a wholly state-owned enterprise incorporated under the laws of the PRC and the controlling shareholder of the Company
“Parent Group”	the Parent and its subsidiaries (excluding the Group)
“PRC”	the People’s Republic of China, but for the purposes of this announcement only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region 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

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

Beijing, PRC
27 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.