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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company proposes to make certain amendments to the Articles to reflect, among other matters, certain changes in the scope of issues which are required to be approved by special resolutions at a general meeting. The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the EGM.

A circular containing, among other things, details of the proposed amendments to the Articles together with a notice convening the EGM will be despatched to the Shareholders as soon as practicable pursuant to the Listing Rules.

### **1. PROPOSED AMENDMENTS TO THE ARTICLES**

The Company proposes to make certain amendments to the Articles to reflect, among other matters, certain changes in the scope of issues which are required to be approved by special resolutions at a general meeting. The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the EGM.

**The Board proposes to amend the Articles as follows, the existing Article 78 of the Articles, which reads:**

“Article 78 The following issues shall be approved by special resolutions at a general meeting:

- (I) Increase or reduction in share capital of the Company and the issuance of shares of any class, warrants and other similar securities;
- (II) Issuance of the corporate bonds;

- (III) Division, merger, dissolution and liquidation of the Company, and substantial acquisition or disposal;
- (IV) Appointment and removal of members of the board of directors and the supervisory committee, their remunerations and the method of payment thereof;
- (V) Amendment to these Articles of Association;
- (VI) Change or annulment to the rights of class shareholders; and
- (VII) 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.”

*is proposed to delete the clause (IV) thereof and be amended as follows:*

“Article 78 The following issues shall be approved by special resolutions at a general meeting:

- (I) Increase or reduction in share capital of the Company and the issuance of shares of any class, warrants and other similar securities;
- (II) Issuance of the corporate bonds;
- (III) Division, merger, dissolution and liquidation of the Company, and substantial acquisition or disposal;
- (IV) Amendment to these Articles of Association;
- (V) Change or annulment to the rights of class shareholders; and
- (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.”

## **2. GENERAL**

A circular containing, among other things, details of the proposed amendments to the Articles together with a notice convening the EGM will be dispatched to the Shareholders as soon as practicable in accordance with relevant requirements of the Listing Rules.

### 3. DEFINITIONS

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

“Articles”	the articles of association of the Company
“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
“EGM”	an extraordinary general meeting of the Company to be convened for Shareholders to consider and, and if thought fit, to approve the proposed amendments to the Articles
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“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, 31 October 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, 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).*