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CHINA OUTDOOR MEDIA GROUP LIMITED

中國戶外媒體集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00254)

VERY SUBSTANTIAL ACQUISITION

EGM

The resolution to approve the Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds was duly passed by the Shareholders by way of poll at the EGM.

Reference is made to the circular of the Company dated 26 March 2010 (the “**Circular**”) in relation to the very substantial acquisition. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

RESULTS OF EGM

The extraordinary general meeting (the “**EGM**”) of the Company was held at 11:00 a.m. on 19 April 2010 to consider the resolution (the “**Resolution**”) to approve the Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds. As at the date of the EGM, the total number of Shares in issue was 1,149,285,000. The Board confirmed that each of the Vendor, the Guarantor and their respective associates was an Independent Third Party and was not interested in any Share and no Shareholder was required to abstain from voting. Accordingly, a total of 1,149,285,000 Shares were held by the Shareholders who were entitled to attend and vote for or against the Resolution at the EGM. There was no Share entitling the holder to attend and vote only against the Resolution at the EGM.

At the EGM, the Resolution was voted by way of poll. The Board is pleased to announce that the Resolution was duly passed by the Shareholders as an ordinary resolution of the Company at the EGM. The voting results were as follows:

Resolution	Number of Votes (%)	
	For	Against
To approve the Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds.	568,554,450 (100%)	0 (0%)

Tricor Abacus Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

By order of the Board
China Outdoor Media Group Limited
Lau Chi Yuen, Joseph
Director

Hong Kong, 19 April 2010

As at the date of this announcement, the executive Directors are Mr. Lau Chi Yuen, Joseph, Mr. Lu Liang, Mr. Ng Yan and Mr. Tang Lap Chin, Richard and the independent non executive Directors of the Company are Mr. Cheng Sheung Hing, Mr. Cheng Kwong Choi, Alexander, and Mr. Law Tai Yan.