



ASX / MEDIA RELEASE
FOR IMMEDIATE RELEASE
31 OCTOBER 2012

CMH SCHEME MEETING AND ANNUAL GENERAL MEETING

RESULTS OF MEETINGS WEDNESDAY 31 OCTOBER 2012

SYDNEY: Consolidated Media Holdings Limited (CMH or Company) (ASX:CMJ) announces that at the Scheme Meeting held today (**Scheme Meeting**) CHM Shareholders approved the scheme of arrangement between CMH and its shareholders under which News Pay TV Financing Pty Limited (**News**), a 100 per cent owned subsidiary of News Corporation, will acquire all of the shares in CMH for \$3.45 per CMH Share (**Scheme**). CMH also announces that each of the resolutions proposed at the 2012 Annual General Meeting (**AGM**) which was held today, have been passed.

1. **SCHEME MEETING**

The resolution put to the Scheme Meeting (the **Scheme Resolution**) was:

That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the proposed scheme of arrangement between CMH and the holders of its fully paid ordinary shares, the terms of which are contained and more particularly described in the Booklet of which the Notice of Scheme Meeting forms part, is agreed to (with or without modification as approved by the Federal Court of Australia).

The resolution to approve the Scheme was passed by the requisite majorities, with:

- 90.13 per cent of shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 99.91 per cent of total votes cast on the Scheme Resolution, were cast in favour of the Scheme Resolution.

CMH will now seek the approval of the Federal Court of Australia for the Scheme at a hearing scheduled for Friday 2 November 2012. It is the intention of the Company that if the Federal Court approves the Scheme, the Court Orders will be lodged with ASIC on Friday 2 November, and CMH shares will be suspended from trading on the ASX with effect from close of trading on that day. It is expected that the Scheme will be implemented on Monday 19 November 2012 and the Scheme consideration paid to eligible CMH shareholders on or before 23 November 2012 in accordance with the indicative timetable set out in the Scheme Booklet.

The detailed results of the poll for the Scheme Resolution were as follows:

	Total*	For	Against	% For
Votes cast	483,649,491	483,233,812	415,679	99.91%
Shareholders voting	2,766	2,493	273	90.13%

*Does not include Abstain votes

The valid proxies received were as follows:

	Total*	For	Against	Open	Abstain
Votes cast	483,538,532	482,220,777	415,679	902,076	66,312
Shareholders voting	2,760	1,964	273	523	45

*Does not include Abstain votes

For further information about the Scheme, please contact the CMH transaction information line on 1300 628 017 (within Australia) or on +61 3 9415 4196 (international) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

2. CMH ANNUAL GENERAL MEETING

The ordinary resolutions passed at the AGM today were:

Re-election of Mr Christopher Corrigan

- 2(a) That Mr Christopher Darcy Corrigan, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.**

Re-election of Mr Peter Gammell

- 2(b) That Mr Peter Joshua Thomas Gammell, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.**

Re-election of Mr Ashok Jacob

- 2(c) That Mr Ashok Jacob, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.**

Re-election of Mr Guy Jalland

- 2(d) That Mr Guy Jalland, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.

Re-election of Mr Christopher Mackay

- 2(e) That Mr Christopher John Mackay, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.

Re-election of Mr Ryan Stokes

- 2(f) That Mr Ryan Kerry Stokes, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.

Adopt the Remuneration Report

- 3 To adopt the Remuneration Report for the financial year ended 30 June 2012 as set out in the 2012 Annual Report.

The valid proxies received by CMH for the AGM resolutions were as follows:

VALID PROXY VOTES RECEIVED						
Resolution		Total*	For	Against	Open	Abstain
2a	Re-election of Mr Christopher Corrigan	475,817,326	474,047,188	360,033	1,410,105	72,911
2b	Re-election of Mr Peter Gammell	475,809,748	473,550,734	841,175	1,417,839	80,489
2c	Re-election of Mr Ashok Jacob	475,814,110	473,671,506	724,343	1,418,261	75,600
2d	Re-election of Mr Guy Jalland	475,811,290	473,707,504	678,481	1,425,305	78,947
2e	Re-election of Mr Christopher Mackay	475,815,653	473,971,544	419,646	1,424,463	74,584
2f	Re-election of Mr Ryan Stokes	475,803,443	473,573,632	815,465	1,414,346	84,794
3	Adoption of the 2012 Remuneration Report	193,409,241	190,961,924	1,073,818	1,373,499	833,976

*Does not include Abstain votes

The detailed results of the poll for each resolution at the AGM are set out below:

VOTES CAST AT THE ANNUAL GENERAL MEETING (including proxies)					
Resolution		Total*	For	Against	% For
2a	Re-election of Mr Christopher Corrigan	475,927,544	475,567,511	360,033	99.92%
2b	Re-election of Mr Peter Gammell	475,919,966	475,078,791	841,175	99.82%
2c	Re-election of Mr Ashok Jacob	475,924,328	475,199,985	724,343	99.85%
2d	Re-election of Mr Guy Jalland	475,921,508	475,243,027	678,481	99.86%
2e	Re-election of Mr Christopher Mackay	475,925,871	475,506,225	419,646	99.91%
2f	Re-election of Mr Ryan Stokes	475,916,335	475,099,870	816,465	99.83%
3	Adoption of the 2012 Remuneration Report	193,522,133	192,445,700	1,076,433	99.44%

*Does not include Abstain votes

ENDS

COPIES OF RELEASES

Copies of previous media and ASX announcements issued by CMH are available at CMH's website at www.cmh.com.au