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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **SINOMEDIA HOLDING LIMITED**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SINOMEDIA HOLDING LIMITED
中視金橋國際傳媒控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00623)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
ELECTION AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of SinoMedia Holding Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 23 May 2012, at 2 p.m. is set out on pages 19 to 24 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 23 May 2012, at 2 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 18 April 2012 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	SinoMedia Holding Limited (中視金橋國際傳媒控股有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 00623)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to the Directors to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 April 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10 per cent of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.0003125 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent

CTV 中視金橋
SINOMEDIA HOLDING LIMITED
中視金橋國際傳媒控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00623)

Executive Directors:
Chen Xin (Chairman)
Liu Jinlan
Li Zongzhou

Non-Executive Directors:
Zhu Jia
He Hui David

Independent Non-executive Directors:
Ding Junjie
Qi Daqing
Lian Yuming

Registered office:
Room 1505, 15th Floor
World-wide House
19 Des Voeux Road Central
Hong Kong

Principal Place of Business:
Unit 15D
Xintian International Plaza
No. 450 Fushan Road
Pudong New District
Shanghai, PRC

18 April 2012

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
ELECTION AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the election and re-election of Directors; and
- (e) the proposed amendments to the Articles.

LETTER FROM THE BOARD

2. VARIOUS MANDATES

On 20 May 2011, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 558,393,900 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 111,678,780 Shares. There is no present intention for any issuance of Shares pursuant to the General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate, and on the basis that there were 558,393,900 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,839,390 Shares. This is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

3. ELECTION AND RE-ELECTION OF DIRECTORS

Mr. He Hui David, was appointed by the Board as non-executive Director effective from 25 August 2011, will be subject to election by Shareholders at the AGM.

In accordance with Article 105 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the forthcoming AGM.

Name	Position
(a) Mr. Li Zongzhou	Executive Director
(b) Mr. Zhu Jia	Non-executive Director
(c) Mr. Ding Junjie	Independent Non-executive Director

All of them, being eligible, will offer themselves for re-election at the AGM.

In addition, the Board proposes to appoint Ms. Wang Xin as independent non-executive Director at the AGM. If elected, she will hold office from the AGM date to the conclusion of the annual general meeting of the Company of 2015.

If elected or re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The existing Articles can be read from the website of the Stock Exchange and the Company. In light of the amendments to the Listing Rules and the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules, it is proposed that certain amendments to be made to the existing Articles to align with the new requirements under the revised Listing Rules and the Code on Corporate Governance Practices. Certain other amendments in nature of cosmetic changes are also proposed to be made. A special resolution will be proposed at the AGM to amend the existing Articles, and the amendments to be brought about are set out in Appendix III to this Circular. Set out hereunder are some of the major amendments:

1. the notice period for convening an annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall not be less than twenty-one (21) clear days and not less than twenty (20) clear business days; whereas all other extraordinary general meeting shall be called by not less than fourteen (14) clear days and not less than ten (10) clear business days. Accordingly, Article 56 is proposed to be amended;
2. all resolutions at general meetings of the company shall be decided by poll but if the matters relates purely to a procedural or administrative matter, the chairman of the meeting may in good faith allow it to be voted on by a show of hands. Accordingly, Article 64 is proposed to be amended;

LETTER FROM THE BOARD

3. subject to certain exceptions, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, and the exception that a Director may vote on such board resolution provided that he or any of his associates are not beneficially interested in more than 5% in the party with which the Company proposes to enter into a contract or arrangement is to be removed. Accordingly, Article 118(1)(d) is proposed to be deleted in its entirety;
4. if a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt with by a physical board meeting rather than a written resolution. According, Articles 1(1) and 130 are proposed to be amended, and
5. the office of a Director shall be vacated if he is removed by an ordinary resolution of the Company. Accordingly, Article 112(d) is proposed to be amended.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 24 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

6. FINAL AND SPECIAL DIVIDENDS

The Board has recommended the declaration of a final dividend and a special dividend to the Shareholders whose names appear on the register of members of the Company on Wednesday, 30 May 2012. An ordinary resolution will be proposed at the AGM to declare the final and special dividends.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 21 May 2012 to Wednesday, 23 May 2012 (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. In order to qualify to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Friday, 18 May 2012.

The register of members of the Company will be closed from Tuesday, 29 May 2012 to Wednesday, 30 May 2012 (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend and special dividend upon the passing of relevant resolution. No transfer of the Shares may be registered on those dates. In order to qualify for the proposed final dividend and special dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong

LETTER FROM THE BOARD

Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Monday, 28 May 2012.

8. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

9. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

10. RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By order of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 558,393,900 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 55,839,390 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

On the basis of the combined net tangible assets of the Group as at 31 December 2011, and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT ON THE TAKEOVERS CODE

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 558,393,900 to 502,554,510.

As at the Latest Practicable Date, the following persons and corporations had, interests in 5% or more in the Shares of the Company, as recorded in the register required to be kept under Section 336 of the SFO:

Name	Number of Shares	<i>Notes</i>	Approximate percentage of total issued share capital	Approximate percentage of shareholding if the Share Repurchase Mandate is exercised in full
Equity Trustee Limited	298,914,821	<i>1</i>	53.53	59.48
Liu Jinlan	251,428,169	<i>2</i>	45.03	50.03
Chen Xin	251,428,165	<i>3</i>	45.03	50.03
CLH Holding Limited	203,941,513		36.52	40.58
Golden Bridge International Culture Limited	203,941,513		36.52	40.58
Golden Bridge Int'l Advertising Holdings Limited	203,941,513		36.52	40.58
Bain Capital CTVGB Holding L.P.	117,624,579	<i>4</i>	21.06	23.41
Bain Capital CTVGB Holding Ltd.	117,624,579		21.06	23.41

Notes:

- (1) Equity Trustee Limited is deemed to be interested in 298,914,821 Shares, being all the Shares directly held by Golden Bridge International Culture Limited, SinoMedia Investment Ltd., Merger Holding Service Company Limited, United Marine Enterprise Company Limited and Digital Finance Service Company Limited, as trustee of certain discretionary trusts.
- (2) Liu Jinlan is deemed to be interested in 251,428,169 Shares, being all the Shares held directly by Golden Bridge International Culture Limited, United Marine Enterprise Company Limited and SinoMedia Investment Ltd. in certain discretionary trusts.
- (3) Chen Xin is deemed to be interested in 251,428,165 Shares, being all the Shares held directly by Golden Bridge International Culture Limited, Merger Holding Service Company Limited and Digital Finance Service Company Limited in certain discretionary trusts.

- (4) Bain Capital CTVGB Holding L.P. is deemed to be interested in the 117,624,579 Shares directly held by Bain Capital CTVGB Holding Ltd. which is a wholly owned subsidiary of Bain Capital CTVGB Holding L.P..

In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the total interests of the above shareholders would be increased to approximately the respective percentages shown in the last column above.

If the Repurchase Mandate were exercised in full,

- (i) such repurchase may reduce the amount of Shares held by the public to below 25% of the total issued share capital of the Company. The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.
- (ii) Liu Jinlan, Chen Xin, CLH Holding Limited, Golden Bridge International Culture Limited and Golden Bridge Int'l Advertising Holdings Limited may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as the aggregate percentage shareholding of each of them would increase by more than 2% of the voting rights of the Company, save as above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
<i>2011</i>		
April	3.15	2.76
May	3.10	2.60
June	2.93	2.19
July	3.02	2.67
August	2.88	2.30
September	2.80	2.00
October	2.78	1.88
November	2.78	2.31
December	2.58	2.11
<i>2012</i>		
January	2.63	2.14
February	3.17	2.50
March	4.28	2.92
April (up to the Latest Practicable Date)	4.06	3.58

6. REPURCHASE OF SHARES

During the previous six months ended on the Latest Practicable Date, the Company repurchased its own Shares on the Stock Exchange and the details are as follows:

Date of repurchase	No. of Shares repurchased	Purchase price per Share		Aggregate consideration paid (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
3 October 2011	500,000	1.97	1.92	971,600

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

Set out below are details of the Directors who are proposed to be elected or re-elected at the AGM.

1. MR. HE HUI DAVID (何暉)

aged 51, was appointed as our non-executive Director in August 2011. He is currently an executive vice president of Bain Capital Asia, LLC. He has more than 20 years of experience in engineering, sales and marketing and general business management in the United States of America and Asia. Before joining Bain Capital Asia, LLC in 2007, Mr. He had spent over 13 years with General Electric (GE) in various capacities. Mr. He received his Ph.D. degree in Physics from the University of Michigan in Ann Arbor, the United States of America. He obtained a Master Degree in Business Administration from Kellogg School of Business at the Northwestern University and was a graduate of the Peking University in the PRC.

Mr. He has entered into a service agreement with the Company.

Mr. He holds options to subscribe for 600,000 Shares.

2. MR. LI ZONGZHOU (李宗洲)

aged 44, joined the Group in 2000 as financial supervisor and had been our general accountant from 2007 to 2008. He was then a vice-president and is currently our chief internal control officer. He was appointed as a Director in November 2006. Mr. Li is responsible for financial audit, risk management, legal affairs and human resources management of the Group. He was previously the chief accountant and head of the financial department of Dunhua Forest Bureau from 1987 to 2000. Mr. Li received his Bachelor of Arts degree in Economics from Remin University in 1990. Mr. Li is the husband of Ms. Liu's niece.

Mr. Li has entered into a service agreement with the Company.

Mr. Li holds options to subscribe for 2,500,000 Shares.

3. MR. ZHU JIA (竺稼)

aged 49, has been our non-executive Director since November 2006. He is currently also a managing director of Bain Capital, LLC. Prior to joining Bain Capital, LLC in 2006, Mr. Zhu was a managing director of investment banking department of Morgan Stanley Asia Limited and chief executive officer of its China business. Mr. Zhu has ample and extensive experience in a broad range of cross border mergers and acquisitions and international financing transactions of PRC companies. Mr. Zhu received a Bachelor of Arts degree from Zhengzhou University in 1982, a Master of Arts degree from Nanjing University in 1984 and a Juris Doctorate from Cornell Law School in 1992.

Mr. Zhu currently holds directorships in the following publicly listed companies: Gome Electrical Appliances Holding Limited (Hong Kong Stock Exchange), Sunac China Holdings Limited (Hong Kong Stock Exchange), Greatview Aseptic Packaging Company Limited (Hong Kong Stock Exchange), Clear Media Limited (Hong Kong Stock Exchange) and Youku.com (New York Stock Exchange).

Mr. Zhu has entered into a service agreement with the Company.

4. MR. DING JUNJIE (丁俊杰)

aged 48, has been our independent non-executive Director since May 2008. Mr. Ding has over 20 years of experience in the media and advertisement industry. He is a professor and a supervisor of Ph.D. candidates of the Communication University of China (中國傳媒大學) (formerly known as the Beijing Broadcasting Institute (北京廣播學院)) and served as the deputy head of the Advertising Teaching and Research Office, the deputy head of the Advertising Department, and the vice dean and the dean respectively of the News and Communication School (新聞傳播學院), and vice principal of the Communication University of China. Currently, he also serves as the deputy head of the academic committee of the Communication University of China, a director of the Research Base of Capital Media Economics (首都傳媒經濟研究基地) and the Asia Media Research Centre (亞洲傳媒研究中心) respectively, and a vice president of the China Advertising Association (中國廣告協會), the Chinese Association for History of Journalism and Mass Communication (中國新聞史學會), and the China Advertising Association of Commerce (中國商務廣告協會) respectively. Mr. Ding is also a chief editor of Media Magazine (媒介雜誌), International Advertising (國際廣告) and the Annual Book of Chinese Advertising Works (中國廣告作品年鑒) respectively. Mr. Ding received a Bachelor of Arts degree in Journalism in 1987 and a Ph.D. degree in Journalism in 2003, both from the Beijing Broadcasting Institute.

Mr. Ding has entered into a service contract with the Company.

Mr. Ding holds options to subscribe for 200,000 Shares.

5. MS. WANG XIN (王昕)

aged 40, is proposed to be an independent non-executive Director. Ms. Wang has been the joint president and chief operation officer of Sohu.com Ltd. (“SOHU”) since 2009. She joined SOHU in 1999. Prior to joining SOHU, Ms. Wang accumulated extensive experience in the field of sales and marketing. She worked in various companies, including Motorola (China) Company Limited where she served as an officer of the Marketing and Government Relations Department from 1996 to 1997.

Ms. Wang graduated from Beijing Technology and Business University (北京工商大學) in China in 1992 with a Bachelor of Arts. She obtained a diploma in applied linguistics at the Southeast Asian Ministers of Education Organization Regional Language Centre, Singapore in 1996 and completed the China CEO program jointly offered by Cheung Kong Graduate School of Business, Columbia Business School, IMD and London Business School in 2011.

Ms. Wang does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and does not have any relationship with any other Directors, senior management or any substantial or controlling Shareholders of the Company. If appointed, Ms. Wang will enter into an engagement letter with the Company.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2011 by those Directors to be elected or re-elected at the AGM are set out in the table below:

Directors	Fees <i>(RMB'000)</i>	Salaries, allowances and benefits in kind <i>(RMB'000)</i>	Employee share option benefits <i>(RMB'000)</i>	Pension scheme contributions <i>(RMB'000)</i>	Total remuneration <i>(RMB'000)</i>
Mr. He Hui David	—	—	117	—	117
Mr. Li Zongzhou	—	1,116	234	—	1,350
Mr. Zhu Jia	—	—	—	—	—
Mr. Ding Junjie	124	—	15	—	139
Ms. Wang Xin	—	—	—	—	—

The emoluments to be received in 2012 by the above Directors to be elected or re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If elected or re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be elected or re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

The existing Articles will be amended as follows:

1. Articles 1(1)

- 1.1 The existing definition of “business day(s)” is proposed to be deleted in its entirety and replaced it with the following in Article 1(1):

““business day(s)”

any day on which the Stock Exchange is generally open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these articles be counted as a business day.”

- 1.2 The following new definition is proposed to be added to the existing Article 1(1):

““substantial shareholder”

a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company;”

2. Article 12

The existing Article 12 is proposed to be deleted in its entirety and substituting therefor the following as the new Article 12:

“12. Subject to the provisions of the Companies Ordinance, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, either while the Company is a going concern or during or in contemplation of a winding-up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting, the provisions of these articles relating to general meetings shall apply, but so that the necessary quorum at such meeting (other than an adjourned meeting) shall be no less than two (2) persons together holding or representing by proxy one-third in nominal value of the issued shares of the class in question and at any adjourned meeting two (2) persons holding shares of that class or by proxy (whatever the number of shares held by them).”

3. Article 56

The existing Article 56 is proposed to be deleted in its entirety and substituting therefor the following as the new Article 56:

“56. Subject to the provisions of the Companies Ordinance, an annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days, whereas all other extraordinary general meetings shall be called by notice in writing of not less than

fourteen (14) clear days and not less than ten (10) clear business days. The notice shall specify the place, the day and the time of meeting and, in the case of special business the general nature of such business, and in the case of an annual general meeting shall specify the meeting as such. Notice of a general meeting shall be given to such persons as are, under these articles, entitled to receive such notices from the Company. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company. Subject to the provisions of the Companies Ordinance, a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right.”

4. Article 64

The existing Article 64 is proposed to be deleted in its entirety and substituting therefor the following as the new Article 64:

- “64. (1) At any general meeting, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominees), each such proxy shall have one vote on a show of hands. For purposes of this article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by not less than three (3) members having the right to vote at the meeting; or
 - (b) by a member or members present in person or by proxy, representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (c) by a member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so duly demanded and not withdrawn, a declaration by the chairman that a resolution has, on a shows of hands, been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.”

5. Article 65

The existing Article 65 is proposed to be deleted in its entirety and replaced with the words “Intentionally Deleted”.

6. Article 66

The existing Article 66 is proposed to be deleted in its entirety and substituting therefor the following as the new Article 66:

“66. A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting.”

7. Article 68

The existing Article 68 is proposed to be deleted in its entirety and replaced with the words “Intentionally Deleted”.

8. Article 69

The existing Article 69 is proposed to be deleted in its entirety and replaced with the words “Intentionally Deleted”.

9. Article 75

The existing Article 75 is proposed to be deleted in its entirety and substituting therefor the following as the new Article 75:

“75. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction (whether in Hong Kong or elsewhere) in lunacy may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy. If any member is a minor, he may vote by his guardian or one of his guardians who may give their votes personally or by proxy.”

10. Article 84

The existing Article 84 is proposed to be deleted in its entirety and replaced with the words “Intentionally Deleted”.

11. Article 112(d)

The existing Article 112(d) is proposed to be deleted in its entirety and substituting therefor with the following as the new Article 112(d):

“112. (d) he is removed by an ordinary resolution of the Company;”

12. Article 118(1)(d)

The existing Article 118(1)(d) is proposed to be deleted in its entirety and replaced with the words “Intentionally Deleted”.

13. Article 130

The following sentence is proposed to be added in the existing Article 130 after the words “signed by him for the purpose of this article”:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a director has a conflict of interest and the board has determined that such conflict of interest to be material.”

NOTICE OF ANNUAL GENERAL MEETING



SINOMEDIA HOLDING LIMITED 中視金橋國際傳媒控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00623)

(the “Company”)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 2 p.m. on Wednesday, 23 May 2012, at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2011.
2. To re-appoint Messrs. KPMG as the Auditors and authorize the board of Directors to fix their remuneration.
3. To declare a final dividend of 10.6 HK cents per ordinary share and a special dividend of 10.6 HK cents per ordinary share of the Company to be paid to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 30 May 2012.
4. To elect the newly appointed Director;
5. To elect the new Director;
6. To re-elect the retiring Directors; and
7. To authorise the board of Directors to fix the Directors’ remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

8. **“THAT**

a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or

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convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the issued share capital of the Company as at the date of this resolution; and

for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

9. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
 - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent of the Shares in issue at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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10. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 8 and 9 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 9 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 8 above.”

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution (with or without modification) as special resolution:

11. “**THAT**, the articles of association of the Company (“Articles”) be and are hereby amended in the following manner:

By deleting the existing definition of “business day” in its entirety and substituting therefor the following:

““business day(s)” any day on which the Stock Exchange is generally open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these articles be counted as a business day.”

By adding the following new definition in Article 1(1) in alphabetical order:

““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company;”

By deleting the existing Article 12 in its entirety and substituting therefor the following:

“12. Subject to the provisions of the Companies Ordinance, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, either while the Company is a going concern or during or in contemplation of a winding-up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting, the provisions of these articles relating to general meetings shall apply, but so that the necessary quorum at such meeting (other than an adjourned meeting) shall be no less than two (2) persons together holding or representing by proxy one-third in nominal value of the issued shares of the class in question and at any adjourned meeting two (2) persons holding shares of that class or by proxy (whatever the number of shares held by them).”

By deleting the existing Article 56 in its entirety and substituting therefor the following:

“56. Subject to the provisions of the Companies Ordinance, an annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days, whereas all other extraordinary general meetings shall be called by notice in writing of not less than fourteen (14) clear days and not less than ten (10) clear business days. The notice shall specify the

NOTICE OF ANNUAL GENERAL MEETING

place, the day and the time of meeting and, in the case of special business the general nature of such business, and in the case of an annual general meeting shall specify the meeting as such. Notice of a general meeting shall be given to such persons as are, under these articles, entitled to receive such notices from the Company. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company. Subject to the provisions of the Companies Ordinance, a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right.”

By deleting the existing Article 64 in its entirety and substituting therefor the following:

- “64. (1) At any general meeting, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominees), each such proxy shall have one vote on a show of hands. For purposes of this article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by not less than three (3) members having the right to vote at the meeting; or
 - (b) by a member or members present in person or by proxy, representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (c) by a member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so duly demanded and not withdrawn, a declaration by the chairman that a resolution has, on a shows of hands, been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.”

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By deleting the existing Article 65 in its entirety and replaced with the words “Intentionally Deleted”.

By deleting the existing Article 66 in its entirety and substituting therefor the following:

“66. A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting.”

By deleting the existing Article 68 in its entirety and replaced with the words “Intentionally Deleted”.

By deleting the existing Article 69 in its entirety and replaced with the words “Intentionally Deleted”.

By deleting the existing Article 75 in its entirety and substituting therefor the following:

“75. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction (whether in Hong Kong or elsewhere) in lunacy may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy. If any member is a minor, he may vote by his guardian or one of his guardians who may give their votes personally or by proxy.”

By deleting the existing Article 84 in its entirety and replaced with the words “Intentionally Deleted”.

By deleting the existing Article 112(d) in its entirety and substituting therefor the following:

“112. (d) he is removed by an ordinary resolution of the Company;”

By deleting the paragraph (d) of existing Article 118(1) in its entirety and replaced with the words “Intentionally Deleted”.

By adding the following sentence in the existing Article 130 after the words “signed by him for the purpose of this article”:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a director has a conflict of interest and the board has determined that such conflict of interest to be material.””

By order of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 18 April 2012

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or duly authorized corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company's circular dated 18 April 2012. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 21 May 2012 to Wednesday, 23 May 2012 (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 18 May 2012.
4. The register of members of the Company will be closed from Tuesday, 29 May 2012 to Wednesday, 30 May 2012 (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to the proposed final dividend and special dividend upon passing of resolution no. 3 set out in this notice. No transfers of Shares may be registered during the said period. In order to qualify for the proposed final dividend and special dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 28 May 2012.
5. With regard to resolutions no. 8 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 8 above.
6. The AGM is not expected to take more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.

As at the date of this notice, the board of Directors comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou being the executive Directors, Mr. Zhu Jia and Mr. He Hui David, being the non-executive Directors, and Mr. Ding Junjie, Mr. Qi Daqing and Mr. Lian Yuming, being the independent non-executive Directors.