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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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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 **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)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of SinoMedia Holding Limited to be held at Salon Room I, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 23 May 2013, at 2 p.m. is set out on pages 13 to 15 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

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*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 Salon Room I, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 23 May 2013, 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 19 April 2013 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)   |
| “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)   |
| “Companies Ordinance”       | the Companies Ordinance, Chapter 32 of the Laws of Hong Kong   |
| “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   |
| “HKD”                       | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                 | the Hong Kong Special Administrative Region of the PRC   |
| “Latest Practicable Date”   | 8 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular  |

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## DEFINITIONS

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|----------------------|---|
| “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% 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 the PRC  |
| “SFO”                | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong  |
| “Share(s)”           | ordinary share(s) of HKD0.0003125 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  
Wang Xin

*Registered office:*  
Unit 402, 4th Floor,  
Fairmont House  
No. 8 Cotton Tree Drive  
Admiralty  
Hong Kong

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

19 April 2013

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
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 re-election of Directors; and
- (e) the declaration of final and special dividends.

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## LETTER FROM THE BOARD

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### 2. VARIOUS MANDATES

On 23 May 2012, 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 555,685,900 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 111,137,180 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 555,685,900 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 55,568,590 Shares. There 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.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF DIRECTORS

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 code provision A.4.2 of 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. All retiring Directors shall be eligible for re-election.

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

| <b>Name</b>         | <b>Position</b>                    |
|---------------------|------------------------------------|
| (a) Mr. Chen Xin    | Executive Director                 |
| (b) Ms. Liu Jinlan  | Executive Director                 |
| (c) Mr. Lian Yuming | Independent Non-executive Director |

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

If 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. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 13 to 15 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 will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 5. 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 Friday, 31 May 2013. An ordinary resolution will be proposed at the AGM to declare the final and special dividends.

### 6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 21 May 2013 to Thursday, 23 May 2013 (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

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## LETTER FROM THE BOARD

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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 Monday, 20 May 2013.

The register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013 (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 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 Tuesday, 28 May 2013.

### 7. 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.

### 8. 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.

### 9. 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, which 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 555,685,900 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 55,568,590 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 2012, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group if 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 555,685,900 to 500,117,310. 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.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, each of Ms. Liu Jinlan and Equity Trustee Limited as the trustee of UME Trust, DFS (No. 2) Trust and CLH Trust, is taken to be have an interest in the same block of 257,428,169 Shares; and each of Mr. Chen Xin and Equity Trustee Limited as the trustee of MHS Trust, DFS (No. 1) Trust and CLH Trust, is taken to be have an interest in the same block of 257,428,165 Shares. While Liu Jinlan is the founder of UME Trust, DFS (No. 2) Trust and CLH Trust and Chen Xin is the founder of MHS Trust, DFS (No. 1) Trust and CLH Trust, Liu Jinlan and Chen Xin are the only beneficiaries of the CLH Trust which holds through CLH Holding Limited and its wholly owned subsidiaries 209,941,513 Shares.

For the purpose of the Takeovers Code, Ms. Liu Jinlan and Mr. Chen Xin are concert parties and are taken to have interests in a total of 304,914,821 Shares, representing approximately 54.87% of the issued ordinary share capital of the Company.

In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the aggregate interests of both Ms. Liu Jinlan and Mr. Chen Xin would be increased from approximately 54.87% to approximately 60.97% of the issued ordinary share capital of the Company. In the opinion of the Directors, such increase will not give rise to any obligation to make 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:–

|   | <b>Shares</b>            |                         |
|---|--------------------------|-------------------------|
|   | <b>Highest<br/>(HKD)</b> | <b>Lowest<br/>(HKD)</b> |
| <i>2012</i>                               |                          |                         |
| April                                     | 4.73                     | 3.58                    |
| May                                       | 4.67                     | 3.03                    |
| June                                      | 3.54                     | 2.70                    |
| July                                      | 3.12                     | 2.85                    |
| August                                    | 3.56                     | 2.90                    |
| September                                 | 3.33                     | 3.04                    |
| October                                   | 4.30                     | 3.27                    |
| November                                  | 3.88                     | 3.38                    |
| December                                  | 3.80                     | 3.45                    |
| <i>2013</i>                               |                          |                         |
| January                                   | 3.86                     | 3.41                    |
| February                                  | 4.39                     | 3.78                    |
| March                                     | 4.68                     | 3.90                    |
| April (up to the Latest Practicable Date) | 4.54                     | 4.18                    |

**6. REPURCHASE OF SHARES**

The Company had not repurchased any Shares in the six months preceding the Latest Practicable Date.

**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 re-elected at the AGM.

#### 1. MR. CHEN XIN

Mr. Chen Xin, aged 46, has been our executive Director since November 2006. He was appointed as our Chairman in December 2007. He is primarily responsible for the strategic development, financial planning and overall management of the Group. Mr. Chen has 25 years of experience in the media industry. He was previously a reporter for the overseas service department and the Australian branch of Xinhua News Agency. He was also a director of the economic news office, central news office and news distribution office of the overseas service department of Xinhua News Agency from 1988 to 2004. He is also the standing vice-president of the Magazine Publishing House, which publishes the periodical “China Radio Film and Television” (中國廣播影視), under the supervision of the State Administration of Radio, Film and Television. Mr. Chen received his Bachelor of Science degree in Biology and Genetics from Fudan University in 1986, completed a Master’s course in International News from Fudan University in 1988 and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Mr. Chen is the husband of Ms. Liu, our Chief Executive Officer and an executive Director.

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

Mr. Chen is deemed to be interested in 257,428,165 Shares. These Shares are held by three discretionary trusts, namely MHS Trust, DFS (No. 1) Trust and CLH Trust, all founded by Mr. Chen. In respect of 209,941,513 Shares therein held by CLH Trust, Mr. Chen is also a beneficiary of the trust.

#### 2. MS. LIU JINLAN

Ms. Liu Jinlan, aged 44, has been our Chief Executive Officer since she founded the Group in 1999. She has served as a director since 24 October 2001. She is primarily responsible for the overall management of business operation and customer development. Ms. Liu previously worked at CCTV as a news broadcaster, a reporter and then a director from 1995 to 1998.

Since she founded our Group, she was instrumental in designing and executing advertising campaigns which have influenced the TV media industry, for which she was jointly recognised as one of the “Top Ten Female Advertising Professionals in China” (中國十大最具風采女性廣告人) by CCTV, Advertising School of the Communication University of China (中國傳媒大學廣告學院), “Advertising Guidance” (廣告導報) and “Business” magazine (經營者雜誌社) in 2006. She was elected chairman of The Association of Accredited Advertising Agencies of China (中國4A協會) in January 2008, and jointly recognised as one of the “2008 Top Ten People in Media Advertising in China” (2008中國十大傳媒廣告人物) by School of Journalism and Communication of Renmin University of China (中國人民大學新聞學院), Journalism School of Fudan University (復旦大學新聞學院) and other institutions in December 2008. In 2009, in a celebration marking the 60th founding of New China, she was jointly recognised as the “2009 China’s Advertising Industry’s Outstanding Woman” (2009年度中國廣告行業傑出女性) by China Advertising Association of Commerce (中國商務廣告協會), Beijing Advertising Association (北京廣告協會), “21st Century Advertising Magazine” (21世紀廣告雙週刊), and the organizing committee of the 21st AD International Summit (21世紀廣告國際峰會組委會). She was also elected a vice-chairman of the first Media Committee of China Association of National Advertisers (中國廣告主協會) in December 2009. She was jointly recognised for two successive years as one of the 2009/2010 and 2010/2011 “Top Ten Influential Female Advertising Professionals in China” (中國最具影響力十大女性廣告人) by “Advertising

Guidance” magazine (廣告導報雜誌社) and MBA School of the Communication University of China (中國傳媒大學MBA學院) in September 2010 and April 2011 respectively. She was elected as the deputy head of Advertising Artistic Committee of China Television Artists Association (中國電視藝術家協會廣告藝術委員會) in March 2012. She was elected as the vice president of Beijing Chaoyang District Association of Women Entrepreneurs (北京市朝陽區女企業家協會) in July 2012. She became the Beijing member of China National Democratic Construction Association (中國民主建國會) in August 2012, and served as the committee member of Beijing Committee of China National Democratic Construction Association (中國民主建國會北京市委員會) since November 2012. She also served as a supervisor of MBA of Year 2012 of Cheung Kong Graduate School of Business in November 2012.

Ms. Liu graduated from the Beijing Broadcast Institute with a certificate in Linguistics, and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Ms. Liu is the wife of Mr. Chen, our Chairman and an executive Director.

Ms. Liu has entered into a service contract with the Company.

Ms. Liu is deemed to be interested in 257,428,169 Shares. These Shares are held by three discretionary trusts, namely UME Trust, DFS (No. 2) Trust and CLH Trust, all founded by Ms. Liu. In respect of 209,941,513 Shares therein held by CLH Trust, Ms. Liu is also a beneficiary of the trust. Ms. Liu also holds options to subscribe for 4,400,000 Shares.

### 3. MR. LIAN YUMING

Mr. Lian Yuming, aged 49, was appointed as our independent non-executive Director in May 2011. Mr. Lian graduated from the Shanxi University (山西大學) in 1987 with a bachelor of laws degree. He currently serves as the President of the International Institute for Urban Development, Beijing (北京國際城市發展研究院), a researcher of the Research Center of National Conditions and Policies of the Party School of the Central Committee of Communist Party of China (中共中央黨校國情國策研究中心), the Chairman of the International Cities Forum Foundation (國際城市論壇基金會) and a committee member of the Expert Consultative Committee of the Beijing Municipal Government (北京市政府專家諮詢委員會). He has a number of publications including the Report on Competitiveness of Chinese Cities (中國城市綜合競爭力報告), the Report on the Living Quality of Chinese Cities (中國城市生活質量報告), the Report on the Brand Value of Chinese Cities (中國城市品牌價值報告), the Report on the Core Problems of the 11th Five-Year Plan of Chinese Cities (中國城市「十一五」核心問題研究報告), the Report on the Core Problems of the 12th Five-Year Plan of Chinese Cities (中國城市「十二五」核心問題研究報告) and the Blue Book of Social Administration – Report on the Innovation of China’s Social Administration No.1 (社會管理藍皮書 — 中國社會管理創新報告No.1). Mr. Lian has received various awards from government bodies and communities in recognition of his achievement and contribution to society, including the Beijing Municipal Committee of the Chinese People’s Political Consultative Conference (政協北京市委員會).

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

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

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received for the year ended 31 December 2012 by those Directors to be re-elected at the AGM are set out in the table below:

| <b>Directors</b> | <b>Fees</b><br><i>(RMB'000)</i> | <b>Salaries,<br/>allowances<br/>and<br/>benefits<br/>in kind</b><br><i>(RMB'000)</i> | <b>Employee<br/>share<br/>option<br/>benefits</b><br><i>(RMB'000)</i> | <b>Pension<br/>scheme<br/>contributions</b><br><i>(RMB'000)</i> | <b>Total<br/>remuneration</b><br><i>(RMB'000)</i> |
|------------------|---------------------------------|--|---|---|---|
| Mr. Chen Xin     | —                               | 2,244  | —   | 72  | 2,316   |
| Ms. Liu Jinlan   | —                               | 2,244  | 137   | 72  | 2,453   |
| Mr. Lian Yuming  | 122                             | —  | 76  | —   | 198   |

The emoluments to be received in 2013 by the above Directors to be 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 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 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**(the “Company”)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held at 2 p.m. on Thursday, 23 May 2013, at Salon Room I, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, 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 2012;
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 HKD13.5 cents per ordinary share and a special dividend of HKD13.5 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 Friday, 31 May 2013;
4. To re-elect the retiring Directors; and
5. To authorize 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:

6. **“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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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
- (c) 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).”

7. **“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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## NOTICE OF ANNUAL GENERAL MEETING

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8. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 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. 6 above.”

By order of the Board  
**SinoMedia Holding Limited**  
**Chen Xin**  
*Chairman*

Hong Kong, 19 April 2013

**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 a 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 19 April 2013. 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 Tuesday, 21 May 2013 to Thursday, 23 May 2013 (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 Monday, 20 May 2013.
4. The register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013 (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 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 Tuesday, 28 May 2013.
5. With regard to resolutions no. 6 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.6 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, Mr. Lian Yuming and Ms. Wang Xin, being the independent non-executive Directors.*