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SinoMedia[®]

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: 623)

PROFIT WARNING

This announcement is made by SinoMedia Holding Limited (the "**Company**", and together with its subsidiaries, the "**Group**") pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the "**Board**") of the Company wishes to inform the shareholders of the Company and potential investors that, based on the Company's current expectations and preliminary assessment of the latest unaudited management consolidated accounts of the Group, the Group is expected to record a significant decrease in consolidated net profit for the six months ended 30 June 2015 as compared to the consolidated net profit of approximately RMB179 million recorded for the six months ended 30 June 2014. Based on the information currently available, the Board considers that the decrease is mainly attributable to the decrease in revenue as a result of the decrease in TV advertising spending due to the slowdown in the growth of China's economy.

As the Company is still in the process of finalizing the interim results for the six months ended 30 June 2015, the information contained in this announcement is only based on the preliminary assessment by the management of the Company based on information currently available and is not based on any figures or information audited or reviewed by the Company's auditors. The interim results announcement of the Company for the six months ended 30 June 2015 is expected to be published in August 2015.

Reference is made to the announcements of the Company dated 11 June 2015 and 10 July 2015 pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). This profit warning constitutes a profit forecast under Rule 10 of the Takeovers Code which would need to be reported on by the Company's financial adviser and its auditor or accountant pursuant to Rule 10 of the Takeovers Code. However, given the time constraints faced by the Company when issuing this announcement, this profit warning does not meet the standard required by Rule 10 of the Takeovers Code. This profit warning will be separately reported on by the Company's financial adviser and auditor or accountant and published in the next document to be sent to the shareholders of the Company, if the Company has not yet published its interim results announcement for the six months ended on 30 June 2015 at the time when such document is issued.

Shareholders of the Company and potential investors should note that this profit warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders of the Company and potential investors should therefore exercise caution in placing reliance on this profit warning in assessing the merits and demerits of any possible offer. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

On behalf of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 16 July 2015

As at the date of this announcement, the Board comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou as executive directors, Mr. He Hui David as non-executive director, and Mr. Qi Daqing, Mr. Lian Yuming and Ms. Wang Xin as independent non-executive directors.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.