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**SinoMedia**<sup>®</sup>

**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)**

## **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by SinoMedia Holding Limited (the “**Company**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcements of the Company dated 11 June 2015, 10 July 2015 and 20 July 2015 in relation to a non-legally binding memorandum of understanding (the “**MOU**”) entered into between Golden Bridge International Culture Limited, Merger Holding Service Company Limited, United Marine Enterprise Company Limited, Digital Finance Service Company Limited and Sinomedia Investment Ltd. (collectively, the “**Sellers**”) and an independent third party (the “**Independent Third Party**”). Capitalized terms used in this announcement shall have the same meanings as defined in the announcement dated 11 June 2015 unless the context requires otherwise.

The Company wishes to further update its shareholders that the Company has been informed by the Sellers that the Sellers and the Independent Third Party are still in the progress of discussion in relation to the Proposed Transaction. As at the date of this announcement, no formal or legally binding agreement has been entered into between the Sellers and the Independent Third Party in respect of the Proposed Transaction and the structure and terms of the Proposed Transaction has not yet been finalised.

Save as aforesaid, the Company is not aware of any material new development in relation to the Proposed Transaction which should be brought to the attention of its shareholders.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

**Shareholders and potential investors of the Company should be aware that the MOU is non-legally binding. The Company shall comply with the relevant disclosure and/or shareholders' approval requirements under the Listing Rules and the Takeovers Code where appropriate. There is no assurance that the Proposed Transaction will materialise or eventually be consummated and the discussions in relation to the Proposed Transaction set out in the MOU may or may not proceed. The Proposed Transaction is subject to, among other things, the signing of the Formal Agreement, the terms and conditions of which are yet to be agreed. The terms of the Proposed Transaction are subject to negotiations between the parties to the MOU. The final structure and terms of the Proposed Transaction, which are still subject to further negotiations between the parties, have yet to be finalised and may deviate from those set out in the MOU. As such, the discussions may or may not lead to a general offer. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.**

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

Hong Kong, 20 August 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.*