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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)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE, RULE 13.09(2) OF
THE LISTING RULES AND INSIDE INFORMATION
PROVISIONS UNDER PART XIVA OF THE SECURITIES
AND FUTURES ORDINANCE**

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**”), Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 11 June 2015, 10 July 2015, 20 July 2015 and 20 August 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 Board wishes to announce that it has been informed by the Sellers that the Sellers and the Independent Third Party have discontinued their discussion in relation to the Proposed Transaction and thus, the Proposed Transaction will not proceed. For the purposes of the Takeovers Code, the offer period, which commenced on 11 June 2015, has ended on the date of this announcement.

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, 21 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.