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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)

**(1) RETIREMENT AND PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
(2) PROPOSED CHANGE IN COMPOSITION OF
BOARD COMMITTEES**

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (“**Board**”) of directors (“**Directors**” and each a “**Director**”) of SinoMedia Holding Limited (“**Company**”) announces that both Mr. He Hui David (“**Mr. He**”) and Ms. Wang Xin (“**Ms. Wang**”), independent non-executive Directors who will hold office until the conclusion of the coming Annual General Meeting of the Company to be held on 9 June 2020 (“**AGM**”) and being eligible to offer themselves for re-election at the AGM, have notified the Company that they will not seek for re-election at the AGM. Accordingly, Mr. He and Ms. Wang will retire as an independent non-executive Director of the Company at the conclusion of the AGM.

Each of Mr. He and Ms. Wang has confirmed that they have no disagreement with the Board and that they are not aware of any matter in relation to their respective retirement that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

The Board would like to express its sincere gratitude to Mr. He and Ms. Wang for their valuable contributions to the Company during their tenure of service.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Articles 108 and 109 of the Articles of Association of the Company (the “**Articles**”), the Board proposes to appoint each of Dr. Zhang Hua (“**Dr. Zhang**”) and Dr. Tan Henry (“**Dr. Tan**”) as an independent non-executive Director, subject to the approval by the Shareholders at the AGM.

Dr. Zhang Hua

Dr. Zhang, aged 57, is a Professor and the Director of M.Sc. Programme in Finance (Part-time) of the Department of Finance of The Chinese University of Hong Kong. His teaching area is corporate finance and his main research interests are investments, capital markets, corporate finance and fixed income and derivative securities. He was a finance professor in McGill University. Dr. Zhang has been an independent non-executive director of Momentum Financial Holdings Limited (1152.HK) since September 2017, the shares of which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Dr. Zhang obtained a Bachelor’s Degree in Engineering from Tianjin University, and a Master’s degree in Business Administration and a Ph.D. degree in Finance from McGill University.

Dr. Tan Henry, Bronze Bauhinia Star, Justice of the Peace

Dr. Tan, aged 66, is an executive director, the Vice Chairman of the Board and the CEO of S.A.I. Leisure Group Company Limited (1832.HK), the shares of which are listed on the Stock Exchange. Dr. Tan has more than 30 years of business experience in the PRC, Hong Kong and the Western Pacific. He is well acquainted with the local market and operating environment, and has established extensive cooperative relations. He began to participate in his family’s shipping and trading business in Guam in the early 1970s and expanded it into different industries, such as leisure tourism, retailing, fishing, air transportation, international shipping, logistics, ground and airport services, oil, insurance, medical care, real estate as well as wholesale and distribution of consumer products with sales network across Guam, Saipan, Palau, Micronesia and the Marshall Islands. From March 2004 to February 2017, Dr. Tan was also the CEO and an executive director of Luen Thai Holdings Limited (311.HK), the shares of which are listed on the Stock Exchange, and engaged in clothing manufacturing and logistics.

Dr. Tan is enthusiastic about public benefit and is currently the Chairman of Textile Council of Hong Kong. He is also a member of the Court of Hong Kong Polytechnic University, the Chairman of Advisory Board and a member of the College Council of College of Professional and Continuing Education of Hong Kong Polytechnic University, and an honorary member of the Court of Hong Kong Baptist University. Dr. Tan is currently a Hong Kong deputy to the 13th National People's Congress of the People's Republic of China, an honorary trustee of Peking University, and a director of the board of directors of Huaqiao University. Dr. Tan served as the Chairman of Po Leung Kuk from 2004 to 2005 and was awarded the Bronze Bauhinia Star in November 2005 and appointed as Justice of the Peace in July 2008 by Hong Kong SAR Government. Dr. Tan has been a member of the Hong Kong SAR Election Committee since December 2006 and has been a Permanent Honorary President of The Hong Kong General Chamber of Textiles since 2009. He was also a member of Fujian Provincial Committee of the 9th to 11th Chinese People's Political Consultative Conference.

Dr. Tan received his Bachelor's and Master's degrees in Business Administration from University of Guam in December 1975 and May 1980 respectively, and was awarded an Honorary Doctor of Humane Letters Degree from Guam University in May 2013.

Subject to approval by the Shareholders at the AGM, each of Dr. Zhang and Dr. Tan will enter into a letter of appointment with the Company for a term of three years, subject to the retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). Each of Dr. Zhang and Dr. Tan will be entitled to an annual director's fee of HK\$200,000, subject to annual review by the remuneration committee of the Company. Such emolument is determined with reference to their experience, duties and responsibilities within the Company as well as the Company's performance and the prevailing market conditions.

Dr. Zhang and Dr. Tan do not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the date of this announcement, each of Dr. Zhang and Dr. Tan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information in respect of each Dr. Zhang and Dr. Tan to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the appointment of each of Dr. Zhang and Dr. Tan.

PROPOSED CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

Following the retirement of Ms. Wang, and subject to Dr. Zhang and Dr. Tan being appointed as independent non-executive Directors at the AGM, the following are the proposed changes in composition of the Board committees of the Company which shall take effect from 9 June 2020:

- (1) Ms. Wang will cease to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee;
- (2) Mr. Qi Daqing, independent non-executive Director, will be appointed as a member of the Nomination Committee;
- (3) Ms. Ip Hung, independent non-executive Director, will be appointed as the chairman of the Remuneration Committee and cease to be a member of the Nomination Committee;
- (4) Dr. Zhang will be appointed as a member of the Remuneration Committee and the Audit Committee; and
- (5) Dr. Tan will be appointed as a member of the Nomination Committee.

By order of the Board
Chen Xin
Chairman

Hong Kong, 22 April 2020

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