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If you have sold or transferred all your shares in **SinoMedia Holding Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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: 623)

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

A notice convening the Annual General Meeting of **SinoMedia Holding Limited** to be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Admiralty, Hong Kong on Friday, 12 June 2009 at 3:00 p.m. is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are advised to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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 should you so wish.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Admiralty, Hong Kong on Friday, 12 June 2009 at 3:00 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company for the time being in force
“Board”	the board of Directors of the Company
“CCTV”	China Central Television Station (中國中央電視台), the national television broadcaster of PRC
“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 and whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China
“RMB”	the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.0003125 each in the capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from a sub-division or a consolidation of the share capital of the Company from time to time)

DEFINITIONS

“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of passing of the resolution granting such mandate
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being a subsidiary (within the meaning of section 2(4) of the Companies Ordinance) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase, as amended, supplemented or otherwise modified from time to time
“%”	per cent



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)

Executive Directors:

Mr. Chen Xin (Chairman)

Ms. Liu Jinlan

Mr. Li Zongzhou

Non-executive Directors:

Mr. Zhu Jia

Mr. Huang Jingsheng

Independent non-executive Directors:

Mr. Ding Junjie

Mr. Qi Daqing

Mr. Chen Tianqiao

Principal Place of Business:

Unit 15D

Xintian International Plaza

No. 450 Fushan Road

Pudong New District

Shanghai, PRC

Registered Office:

Room 1505, 15th Floor

World-wide House

19 Des Voeux Road Central

Hong Kong

27 April 2009

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and information regarding resolutions to be proposed at the AGM relating to (i) the granting to the Directors of general mandates to issue new Shares and repurchase Shares; and (ii) the re-election of Directors. Your approval on such resolutions will be sought at the AGM.

GENERAL MANDATE TO ISSUE SHARES

At the shareholders' meeting held on 27 May 2008, a general and unconditional mandate was given to the Directors to exercise the powers of the Company to issue Shares. This general and unconditional mandate will lapse at the conclusion of the forthcoming AGM to be held on 12 June 2009. It is therefore proposed to seek your approval by way of an ordinary resolution to be proposed at the AGM to give a new general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares not exceeding the sum of 20% of the aggregate nominal amount of the issued

LETTER FROM THE BOARD

share capital of the Company as at the date of passing the resolution and the nominal amount of any Shares repurchased by the Company up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution.

Subject to the passing of the ordinary resolution granting the Share Issue Mandate and assuming that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the Company would be allowed under such general mandate to issue a maximum of 112,862,080 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

GENERAL MANDATE TO REPURCHASE SHARES

At the shareholders' meeting held on 27 May 2008, a general and unconditional mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. This general and unconditional mandate will lapse at the conclusion of the forthcoming AGM to be held on 12 June 2009. It is therefore also proposed to seek your approval by way of an ordinary resolution to be proposed at the AGM to give a new general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution.

An explanatory statement which is required to be sent to shareholders under the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange will provide requisite information to you for your consideration of the Share Repurchase Mandate and is set out in Appendix I of this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. Chen Xin, Ms. Liu Jinlan, Mr. Li Zongzhou, Mr. Zhu Jia, Mr. Huang Jingsheng, Mr. Ding Junjie, Mr. Qi Daqing and Mr. Chen Tianqiao.

Pursuant to Article 105 of the Articles of Association, Ms. Liu Jinlan, Mr. Li Zongzhou and Mr. Zhu Jia shall retire from office by rotation at the AGM. The retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Details of Ms. Liu Jinlan, Mr. Li Zongzhou and Mr. Zhu Jia which are required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend the AGM, you are advised to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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 should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL

Amendments have been made to the Listing Rules making voting by poll mandatory on all resolutions at general meetings (including the AGM) with effect from 1 January 2009.

As such, the chairman of the AGM will demand, under the current Article 64 of the Articles of Association, that all resolutions be voted by way of poll at the AGM. On a poll, every shareholder present in person or by proxy shall have one vote for every Share held by that shareholder.

RECOMMENDATION

The Directors believe that the Share Issue Mandate, the Share Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that all shareholders of the Company to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

This is an explanatory statement as required under the Listing Rules in connection with the resolution authorizing the Share Repurchase Mandate proposed to be considered, and if thought fit, passed by shareholders of the Company at the AGM. The Listing Rules provide that all repurchases of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate to the directors of the company to make such repurchases or by specific approval in relation to specific transactions. This explanatory statement also constitutes the memorandum required under Section 49BA(3) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 564,310,400 Shares. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 56,431,040 Shares.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any of the Shares, they believe that the Share Repurchase Mandate is in the interests of the Company and its shareholders. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a purchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and the articles of association of the Company and the Companies Ordinance.

It is presently proposed that any purchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the purpose or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

4. IMPACT ON REPURCHASE

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2008. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the ten months from the Company's listing on the Stock Exchange on 8 July 2008 to the Latest Practicable Date were as follows:

Year 2008	PRICE PER SHARE	
	<i>Highest (HK\$)</i>	<i>Lowest (HK\$)</i>
July	2.76	2.45
August	2.42	1.73
September	1.79	0.46
October	1.10	0.60
November	0.90	0.70
December	0.90	0.72
Year 2009		
January	1.72	0.82
February	1.34	1.09
March	1.20	1.00
April (up to the Latest Practicable Date)	1.95	1.04

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Share Repurchase Mandate is approved by the shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has any present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Share Repurchase Mandate is approved by the shareholders.

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Share Repurchase Mandate in accordance with the Listing Rules, the Companies Ordinance and any applicable laws of Hong Kong.

8. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. The Directors are not aware of any consequences under the Takeovers Code as a result of the exercise of the Repurchase Mandate.

Accordingly, a shareholder, or a group of shareholders acting in concert, depending on the level of increase of the shareholders' interest, could 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, the following persons and corporations had, interests in 5% or more in the Shares of the Company, as recorded in the register required to be kept under Section 336 of the SFO:

Name	Number of Shares	Notes	Approximate percentage of total issued share capital	Approximate percentage of shareholding if the Share Repurchase Mandate is exercised in full
Equity Trustee Limited	298,914,821	1	52.97	58.86
Liu Jinlan	280,549,513	2	49.72	55.24
Chen Xin	251,428,165	3	44.55	49.51
CLH Holding Limited	203,941,513		36.14	40.16
Golden Bridge International Culture Limited	203,941,513		36.14	40.16
Golden Bridge Int'l Advertising Holdings Limited	203,941,513		36.14	40.16
Bain Capital CTVGB Holding L.P.	117,624,579	4	20.84	23.16
Bain Capital CTVGB Holding Ltd.	117,624,579		20.84	23.16

Notes:

- (1) Equity Trustee Limited is deemed to be interested in 298,914,821 Shares, being all the Shares directly held by Golden Bridge International Culture Limited, SinoMedia Investment Ltd., Merger Holding Service Company Limited, United Marine Enterprise Company Limited and Digital Finance Service Company Limited, as trustee of certain discretionary trusts.
- (2) Liu Jinlan is deemed to be interested in 280,549,513 Shares, of which 3,200,000 Shares are the Shares which may be subscribed by Liu Jinlan upon her exercise of the options granted to her under the pre-IPO option scheme of the Company; and 277,349,513 Shares are directly held by Golden Bridge International Culture Limited, United Marine Enterprise Company Limited, SinoMedia Investment Ltd., and Merger Holding Service Company Limited in certain discretionary trusts.
- (3) Chen Xin is deemed to be interested in 251,428,165 Shares, being all the Shares held directly by Golden Bridge International Culture Limited, Merger Holding Service Company Limited and Digital Finance Service Company Limited in certain discretionary trusts.
- (4) Bain Capital CTVGB Holding L.P. is deemed to be interested in the 117,624,579 Shares directly held by Bain Capital CTVGB Holding Ltd.

In the event that the Directors exercised in full the power to repurchase Shares under the Share Repurchase Mandate, the total interests of the above shareholders would be increased to approximately the respective percentages shown in the last column above.

If the Share Repurchase Mandate were exercised in full, such repurchase will reduce the amount of Shares held by the public to below 25% of the total issued share capital of the Company.

The Directors have no intention to exercise the Share Repurchase Mandate to an extent which would result in the number of Shares held by the public falling below the relevant minimum prescribed percentage of the Company as required by the Stock Exchange, which is currently 25% of the total issued share capital of the Company nor to an extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has repurchased 3,416,000 Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:

Ms. Liu Jinlan (劉矜蘭)

Ms. Liu Jinlan (劉矜蘭), aged 40, is an executive Director and Chief Executive Officer of the Company. She is primarily responsible for the management of the overall 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) 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 Advertising Media 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. Ms. Liu graduated from the Beijing Broadcast College 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 Xin, our Chairman and executive Director.

Ms. Liu has entered into a service agreement with the Company for an initial term of three years commencing from 8 July 2008, which may be terminated by either party upon a three-month prior written notice. The service agreement between Ms. Liu and the Company will be automatically renewed upon its expiration. Ms. Liu’s remuneration recorded for the year 2008 was approximately RMB1,803 thousand.

Ms. Liu did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders.

Mr. Li Zongzhou (李宗洲)

Mr. Li Zongzhou (李宗洲), aged 41, is an executive Director of the Company. He joined the Group in 2000 as financial supervisor and had been our general accountant since 2007, and is now a vice-president of the Company. He was appointed as a director in November 2006. Currently, Mr. Li is primarily responsible for the supervision of the financial audit and control of the Group. He was previously the chief accountant and head of the financial department of Dunhua Forest Bureau from 1987 to 2000. Mr. Li received his Bachelor of Arts degree in Economics from Remin University in 1990. Mr. Li is the husband of Ms. Liu’s niece.

Mr. Li has entered into a service agreement with the Company for an initial term of three years commencing from 8 July 2008, which may be terminated by either party upon a three-month prior written notice. The service agreement between Mr. Li and the Company will be automatically renewed upon its expiration. Mr. Li’s remuneration recorded for the year 2008 was approximately RMB986 thousand.

Mr. Li did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Mr. Li Zongzhou was deemed to be interested in 1,600,000 Shares, which may be subscribed by Li Zongzhou upon his exercise of options granted to him under the pre-IPO option scheme of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders.

Mr. Zhu Jia (竺稼)

Mr. Zhu Jia (竺稼) aged 46, is a non-executive Director of the Company. He is currently also a Managing Director of Bain Capital LLC. Prior to joining Bain Capital LLC in 2006, Mr. Zhu was an investment banker at Morgan Stanley Asia Limited and Chief Executive Officer of its China business. While at Morgan Stanley Asia Limited, Mr. Zhu was involved in a broad range of cross border merger and acquisition and international financing transactions of PRC companies. Mr. Zhu received a Bachelor of Arts degree from Zhengzhou University in 1982, a Master of Arts degree from Nanjing University in 1984 and a Juris Doctorate from Cornell Law School in 1992.

Mr. Zhu has entered into a service agreement with the Company for an initial term of three years commencing from 8 July 2008, which may be terminated by either party upon a three-month prior written notice. The service agreement between Mr. Zhu and the Company will be automatically renewed upon its expiration. Mr. Zhu's remuneration recorded for the year 2008 was approximately RMB91 thousand.

Mr. Zhu did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Mr. Zhu was not interested or deemed to be interested in any Shares or underlying Shares.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of SinoMedia Holding Limited (the “Company”) will be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Admiralty, Hong Kong on Friday, 12 June 2009 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Directors’ report and independent auditor’s report for the year ended 31 December 2008.
2. To approve the payment of a final dividend for the year ended 31 December 2008.
3. To re-elect the retiring Directors and to authorize the remuneration committee to fix the remuneration of the Directors.
4. To re-appoint KPMG as auditors and to authorize the board of Directors to fix their remuneration.

As a special business, to consider and, if thought fit, pass the following resolutions, with or without amendments, as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options, warrants or other securities which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu

NOTICE OF ANNUAL GENERAL MEETING

of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; 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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or otherwise acquire shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) 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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

7. “**THAT** conditional upon the passing of resolution no. 6, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution no. 5 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.

By order of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 27 April 2009

Notes:

- 1. A shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and (on a poll) vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder but must attend the meeting in person to represent you.
- 2. In order to be valid, the original form of proxy and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited with the Company’s Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Forms of proxy sent electronically or by any other data transmission process will not be accepted.
- 3. A shareholder or his proxy shall produce his own identity when attending the meeting. A shareholder attending the meeting in person shall produce (i) the document of his identity; and (ii) the evidence of his shareholding. A proxy who has been appointed to attend the meeting on behalf of others shall produce (i) the document of his identity; (ii) the proxy form; and (iii) the evidence of shareholding.

A corporate shareholder shall be represented at the meeting by its legal representative, or the proxy appointed by the legal representative, or a proxy appointed by the board of directors or other governance body. If a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce (i) the document of his identity; (ii) valid proof of his identity as a legal representative; and (iii) the evidence of shareholding. Where a proxy is appointed by the legal

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representative to attend the meeting on his behalf, the proxy shall produce (i) the document of his identity; (ii) the written proxy form duly issued by the legal representative of the corporate shareholder; and (iii) the evidence of shareholding. Where a proxy is appointed to attend the meeting by the board of directors or other governance body of the corporate shareholder, the proxy shall produce (i) the document of his identity; (ii) a notarially certified copy of the resolution or power of attorney; and (iii) the evidence of shareholding.

4. Shareholders whose names appear in the register of shareholders on Tuesday, 9 June 2009 are entitled to attend and vote at the meeting. Register of members of the Company will be closed from Tuesday, 9 June 2009 to Friday, 12 June 2009 (both days inclusive), during which period no transfer of shares of the Company will be registered.
5. The annual general meeting is not expected to take more than half a day. Shareholders or their proxies attending the annual general meeting shall be responsible for their own travel and accommodation expenses.
6. As at the date hereof, the board of Directors comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou as executive directors, Mr. Zhu Jia and Mr. Huang Jingsheng as non-executive directors and Mr. Ding Junjie, Mr. Qi Daqing and Mr. Chen Tianqiao as independent non-executive directors.