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If you have sold or transferred all your shares in **SinoMedia Holding Limited** (the “Company”), you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or 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, Supreme Court Road, Central, Hong Kong on Friday, 28 May 2010 at 3:00 p.m. is set out on pages 13 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 share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28 May 2010 at 3:00 p.m. for the purpose of considering, and if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 26 April 2010 for convening the AGM and a copy of which is included herein
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors (including non-executive Director and independent non-executive Directors)
“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
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to the Directors to allot and issue the Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“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 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue at the date of approval of the mandate
“RMB”	Renminbi, 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 subdivision or a consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	holder(s) of the Share(s)
“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”	Hong Kong Code on Takeovers and Mergers
“%”	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

26 April 2010

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**

(1) INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate; and
- (d) the re-election of Directors.

LETTER FROM THE BOARD

(2) VARIOUS MANDATES

On 12 June 2009, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 564,310,400 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 112,862,080 Shares. There is however no present intention for any issuance of Shares pursuant to the General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the Repurchase Mandate. The Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 564,310,400 fully paid-up Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 56,431,040 Shares.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in Appendix I to this circular.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

(3) RE-ELECTION OF DIRECTORS

In accordance with Article 105 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

Name	Position
(a) Chen Xin	Executive Director
(b) Huang Jing Sheng	Non-executive Director
(c) Ding Junjie	Independent non-executive Director

Mr. Chen has been appointed as an executive Director since 19 November 2006, Mr. Huang has been appointed as a non-executive Director since 20 November 2006 and Mr. Ding has been appointed as an independent non-executive Director since 27 May 2008.

All of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of the Hong Kong and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

(4) ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 13 to 15 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

(5) CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 25 May 2010 to Friday, 28 May 2010 (both days inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered on that day. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 24 May 2010.

LETTER FROM THE BOARD

(6) VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

(7) RECOMMENDATION

The Board believes that resolutions proposed in this circular are in the best interests of the Company and Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

(8) RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By order of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

(1) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 564,310,400 fully paid-up Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Repurchase Mandate could result in up to 56,431,040 Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date) being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

(2) REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing any of the Shares, they believe that the 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 REPURCHASES

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.

On the basis of the combined net tangible assets of the Group as at 31 December 2009, and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) EFFECT ON TAKEOVERS CODE

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 564,310,400 to 507,879,360.

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 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 Repurchase Mandate were exercised in full,

- (i) such repurchase may reduce the amount of Shares held by the public to below 25% of the total issued share capital of the Company. The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.
- (ii) Equity Trustee Limited, Liu Jinlan, Chen Xin, CLH Holding Limited, Golden Bridge International Culture Limited and Golden Bridge Int'l Advertising Holdings Limited may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code as the aggregate percentage shareholding of each of them would increase by more than 2% of the voting rights of the Company, save as above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

(5) SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the previous twelve months were as follows:

	Per Share	
	Highest HK\$	Lowest HK\$
April 2009	1.95	1.04
May 2009	1.90	1.60
June 2009	1.96	1.55
July 2009	2.25	1.72
August 2009	2.48	1.45
September 2009	1.63	1.26
October 2009	1.89	1.40
November 2009	2.35	1.70
December 2009	2.77	2.13
January 2010	2.54	1.94
February 2010	2.15	1.75
March 2010	2.20	1.94
April 2010 (up to the Latest Practicable Date)	2.50	1.97

(6) REPURCHASE OF SHARES

No purchase of Shares were made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

(7) GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, any Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by Shareholders to sell any of the Shares to the Company.

No Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate was approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Hong Kong.

Set out below are details of the Directors who will be proposed to be re-elected at the AGM.

1. CHEN XIN (陳新)

Mr. Chen Xin, aged 43, has been our executive director since November 2006. He was appointed as our Chairman in December 2007. He is primarily responsible for the strategic development, finance and overall management of the Group. Mr. Chen has over 20 years of experience in the media industry. He was previously a reporter for the overseas service department and the Australian branch of Xinhua News Agency. He was also a director of the economic news office, central news office and news distribution office of the overseas service department of Xinhua News Agency from 1988 to 2004. He is also the standing vice-president of the Magazine Publishing House, which publishes the periodical “China Radio Film and Television”, under the supervision of the State Administration of Radio, Film and Television. Mr. Chen received his Bachelor of Science degree in Biology and Genetics from Fudan University in 1986, completed a Master’s course in International News from Fudan University in 1988 and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Mr. Chen is the husband of Ms. Liu, our Chief Executive Officer and executive Director.

Mr. Chen has entered into a service contract with the Company for an initial term of three years commencing 8 July 2008, which may be terminated by either party upon a three-month prior written notice. The service agreement between Mr. Chen and the Company will be automatically renewed upon its expiration.

2. HUANG JINSHENG (黃晶生)

Mr. Huang Jinsheng, aged 52, has been our non-executive director since November 2006. Currently, he is Managing Director of Bain Capital, LLC. Prior to joining Bain Capital, LLC. in 2005, Mr. Huang was Managing Director China at SOFTBANK Asia Infrastructure Fund (SAIF). Mr. Huang received an MBA degree from Harvard Business School, a Master of Arts degree in Sociology from Stanford University and a Bachelor of Arts degree from Beijing Foreign Studies University. Mr. Huang currently holds directorships in the following publicly listed companies: Shanda Interactive Entertainment Limited (NASDAQ) and Clear Media Limited (Hong Kong Stock Exchange).

Mr. Huang has entered into a service contract with the Company for an initial term of three years commencing 8 July 2008, which may be terminated by either party upon a three-month prior written notice. The service agreement between Mr. Huang and the Company will be automatically renewed upon its expiration.

3. DING JUNJIE (丁俊傑)

Mr. Ding Junjie, aged 46, has been our independent non-executive director since May 2008. Mr. Ding has about 20 years of experience in the media and advertisement industry. He is a faculty member of the Communication University of China (中國傳媒大學) (formerly known as the Beijing Broadcasting Institute (北京廣播學院)) and has served as the deputy head of the Advertising Teaching and Research Office, the deputy head of the Advertising Department, and the vice dean of the News and Communication School (新聞傳播學院). Currently, he also serves as a vice principal of the Communication University of China, a director of the Asia Media Research Centre (亞洲傳媒研究中心), and a vice president of the China Advertising Association (中國廣告協會), the Chinese Association for History of Journalism and Mass Communication (中國新聞史學會), and

the China Advertising Association of Commerce (中國商務廣告協會) respectively. Mr. Ding is also an editor of various periodicals, such as the International Advertising (國際廣告) and the Annual Book of Chinese Advertising Works (中國廣告作品年鑒). Mr. Ding received a Bachelor of Arts degree in Journalism in 1987 and a Ph.D. degree in Journalism in 2003, both from the Communication University of China.

Mr. Ding has entered into a service contract with the Company for an initial term of three years commencing 8 July 2008, which may be terminated by either party upon a three-month prior written notice. The service agreement between Mr. Ding and the Company will be automatically renewed upon its expiration.

As at the Latest Practicable Date, Mr. Ding was deemed to be interested in 200,000 Shares, which may be subscribed by Mr. Ding upon his exercise of options granted to him under the share option scheme of the Company.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2009 by the above Directors to be re-elected at the upcoming AGM are set out in the table below:

Directors	Fees <i>RMB'000</i>	Salaries, allowances and benefits in kind <i>RMB'000</i>	Discretionary performance related bonuses <i>RMB'000</i>	Employee share option benefits <i>RMB'000</i>	Pension scheme contributions <i>RMB'000</i>	Total remuneration <i>RMB'000</i>
Chen Xin	—	780	—	—	56	836
Huang Jing Sheng	—	—	—	—	—	—
Ding Junjie	132	—	—	30	—	162

The emoluments to be received in 2010 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the remuneration committee, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a director of the Company under the Articles, the laws of the Hong Kong and the Listing Rules. Save as disclosed herein, the above Directors do not at present, and in the past three years did not, hold any directorship in any listed public company in Hong Kong, do not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable nor are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which 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)

(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28 May 2010 at 3:00 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

- (1) To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2009.
- (2) To approve the payment of a final dividend for the year ended 31 December 2009.
- (3) To re-appoint KPMG as the Auditors and authorise the board of Directors to fix their remuneration.
- (4) To re-elect the retiring Directors.
- (5) To authorize the board of Directors to fix the Directors’ remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

- (6) **“THAT**
 - (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Share”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent. of the issued share capital of the Company as at the date of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) 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 law or the articles association of the Company to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- (7) “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
 - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent. of the Shares in issue at the date of passing this resolution; 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 law or the articles of association of the Company to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (8) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. (6) and (7) above being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. (7) above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. (6) above.”

By order of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 26 April 2010

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 notorially certified copy of that power of attorney or authority shall be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 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 notorially 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 Friday, 28 May 2010 are entitled to attend and vote at the meeting. Register of members of the Company will be closed from Tuesday, 25 May 2010 to Friday, 28 May 2010 (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.

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.