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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)

COMPLETION OF ACQUISITION OF EQUITY INTEREST

Reference is made to the announcements of the Company dated 14 January 2009, 17 November 2010 and 24 November 2010, all of which are in relation to the acquisition by the Group of further equity interests in Golden Bridge Senmeng. Unless otherwise specified, terms used in this announcement shall have the same meanings as defined in the announcement of the Company dated 17 November 2010.

CTV Media (Shanghai) (a subsidiary of the Company) has agreed to acquire from Beijing Senmeng Media 10% equity interest in Golden Bridge Senmeng after the availability of the 2010 Audited Results and at the consideration of a certain amount of cash and the grant of certain number of Options to Mr. Yeung (the beneficial owner of 100% equity interest in Beijing Senmeng Media), both of which are to be determined by a specific formula which takes into account the audited net profit of Golden Bridge Senmeng as shown in the 2010 Audited Results.

The consideration for the 10% Equity Acquisition is now determined at approximately RMB10,380,000 (equivalent to approximately HK\$12,476,000), comprising of cash consideration of approximately RMB3,114,000 (equivalent to approximately HK\$3,743,000) and the grant of Options to Mr. Yeung to subscribe for 3,726,073 Shares. With the consent of the parties to the agreement, on 4 July 2011 the Company has granted Options to Mr. Yeung to subscribe for 3,726,073 Shares.

Further, CTV Media (Shanghai) has previously completed its acquisition from Beijing Senmeng Media of 20% equity interest in Golden Bridge Senmeng. However, the payment therefor has not yet been fully made since part of which would also be satisfied by granting Options to Mr. Yeung to subscribe for the Shares and the number of which is determined with reference to the audited net asset value of Golden Bridge Senmeng. With the consent of the parties to the agreement, in satisfaction of payment of consideration for the 20% Equity Acquisition, on 4 July 2011 the Company has granted Options to subscribe for 560,897 Shares to Mr. Yeung.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued upon the exercise of the Options granted for the 10% Equity Acquisition and the 20% Equity Acquisition (i.e. 4,286,970 Shares in aggregate).

Reference is made to the announcements of the Company dated 14 January 2009, 17 November 2010 and 24 November 2010, all of which are in relation to the acquisition by the Group from Beijing Senmeng Media of further equity interests in Golden Bridge Senmeng. Unless otherwise specified, terms used in this announcement shall have the same meanings as defined in the announcement of the Company dated 17 November 2010.

CTV Media (Shanghai) (a subsidiary of the Company) and Beijing Senmeng Media currently owns 80% and 20% equity interest in Golden Bridge Senmeng respectively. CTV Media (Shanghai) has agreed under the Cooperation Agreement dated 9 January 2009 (as amended and revised by the Supplemental Agreement dated 13 January 2009 and the Second Supplemental Agreement dated 17 November 2010) entered into between CTV Media (Shanghai) and Beijing Senmeng Media to acquire from Beijing Senmeng Media 10% equity interest in Golden Bridge Senmeng (the “10% Equity Acquisition”) after the availability of the audited results of Golden Bridge Senmeng for the year ended 31 December 2010 (the “2010 Audited Results”) and at the consideration determined by a specific formula which takes into account the audited net profit of Golden Bridge Senmeng as shown in the 2010 Audited Results.

As part of the consideration for the 10% Equity Acquisition, the Company has agreed under the Option Agreement entered into between the Company and Mr. Yeung dated 17 November 2010 to grant a number of Options to Mr. Yeung (the beneficial owner of 100% equity interest in Beijing Senmeng Media) to subscribe for a number of the ordinary shares of HK\$0.0003125 each in the capital of the Company (the “Share(s)”) and the number of which is to be determined according to a specific formula with reference to the audited net profit of Golden Bridge Senmeng as shown in the 2010 Audited Results.

The consideration for the 10% Equity Acquisition is now determined at approximately RMB10,380,000 (equivalent to approximately HK\$12,476,000), comprising of cash consideration of approximately RMB3,114,000 (equivalent to approximately HK\$3,743,000) and the grant of Options to Mr. Yeung to subscribe for 3,726,073 Shares. With the consent of the parties to the agreement, on 4 July 2011 the Company has granted Options to Mr. Yeung to subscribe for 3,726,073 Shares in satisfaction of payment in full of the 10% Equity Acquisition.

Further, CTV Media (Shanghai) has previously completed its acquisition from Beijing Senmeng Media of 20% equity interest in Golden Bridge Senmeng (the “20% Equity Acquisition”). However, the payment therefor has not yet been fully made since part of which would also be satisfied by granting Options to Mr. Yeung to subscribe for the Shares and the number of which is determined with reference to the audited net asset value of Golden Bridge Senmeng. With the consent of the parties to the agreement, on 4 July 2011 the Company has granted Options to subscribe for 560,897 Shares to Mr. Yeung in satisfaction of payment of consideration for 20% Equity Acquisition.

The details of the grant of Options to Mr. Yeung for the 20% Equity Acquisition and the 10% Equity Acquisition are as follows:

	Part of the consideration for the 10% Equity Acquisition	Part of the consideration for the 20% Equity Acquisition
Date of grant:	4 July 2011	4 July 2011
Exercise price of the Options granted:	HK\$0.0003125 per Share (i.e. the par value of the Share)	HK\$0.0003125 per Share (i.e. the par value of the Share)
Number of Options granted:	3,726,073	560,897
Validity period of the Options granted to Mr. Yeung:	Exercisable from 4 July 2011 to 3 July 2016	Exercisable from 4 July 2011 to 3 July 2016
Total number of Options granted:	4,286,970	
Total number of Shares to be issued upon the exercise of Options granted:	4,286,970	

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued upon the exercise of the Options granted for the 10% Equity Acquisition and the 20% Equity Acquisition (i.e. 4,286,970 Shares in aggregate).

For the purpose of this announcement, unless otherwise indicated, the exchange rate of RMB1.00 = HK\$1.202 has been used, where applicable, for purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such a rate or at any other rates.

On behalf of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 4 July 2011

As at the date of this announcement, the Board 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. Lian Yuming as independent non-executive directors.