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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)**

**ANNOUNCEMENT**

**(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING  
HELD ON 23 MAY 2012**

**AND**

**(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board is pleased to announce the results of the poll taken at the AGM.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that with effect from 23 May 2012, Ms. Wang Xin has been appointed as an independent non-executive director of the Company.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The board of directors (the “**Board**”) of SinoMedia Holding Limited (the “**Company**”) is pleased to announce that the proposed resolutions (the “**Resolutions**”) as set out in the notice of the annual general meeting dated 18 April 2012 (the “**Notice of the AGM**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 23 May 2012 (the “**AGM**”).

The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Directors</b> ”) and the independent auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 December 2011.	451,069,930 (100.00%)	0 (0.00%)
2	To re-appoint Messrs. KPMG as the Auditors and to authorise the Board to fix their remuneration.	451,069,930 (100.00%)	0 (0.00%)
3	To approve the declaration of a final dividend of HK\$10.6 cents per ordinary share and a special dividend of HK\$10.6 cents per ordinary share of the Company to be paid to the shareholders whose names appear on the register of members of the Company on Wednesday, 30 May 2012.	451,069,930 (100.00%)	0 (0.00%)
4	To elect Mr. He Hui David as a non-executive Director.	444,043,930 (98.44%)	7,026,000 (1.56%)
5	To elect Ms. Wang Xin as an independent non-executive Director.	450,921,930 (99.97%)	148,000 (0.03%)
6(a)	To re-elect Mr. Li Zongzhou as an executive Director.	450,921,930 (99.97%)	148,000 (0.03%)
6(b)	To re-elect Mr. Zhu Jia as a non-executive Director.	450,769,932 (99.93%)	299,998 (0.07%)
6(c)	To re-elect Mr. Ding Junjie as an independent non-executive Director.	450,921,930 (99.97%)	148,000 (0.03%)
7	To authorise the Board to fix the Directors’ remuneration.	450,921,930 (99.97%)	148,000 (0.03%)
8	To grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company (the “ <b>General Mandate</b> ”) as set out in item 8 of the Notice of the AGM.	430,598,400 (95.46%)	20,471,530 (4.54%)
9	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the “ <b>Repurchase Mandate</b> ”) as set out in item 9 of the Notice of the AGM.	451,069,930 (100.00%)	0 (0.00%)
10	To approve the addition to the General Mandate of the number of Shares repurchased by the Company under the Repurchase Mandate as set out in item 10 of the Notice of the AGM.	430,746,400 (95.49%)	20,323,530 (4.51%)

As more than 50% of the votes cast by the Shareholders, being entitled so to do, voting in person or by proxy were cast in favour of these Resolutions, each of the Resolutions was duly passed as an ordinary resolution.

SPECIAL RESOLUTION		Number of votes (%)	
		FOR	AGAINST
11	to approve the proposed amendments to the articles of association of the Company as set out in item 11 of the Notice of the AGM.	450,919,930 (99.97%)	150,000 (0.03%)
As not less than 75% of the votes cast by the Shareholders, being entitled so to do, voting in person or by proxy were cast in favour of this Resolution, the Resolution was duly passed as a special resolution.			

As at the date of the AGM, the total number of the Company's issued shares was 558,598,900, which was the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM. There were no restrictions on any shareholders to cast votes on any of the Resolutions at the AGM and no parties had stated their intention in the Company's circular dated 18 April 2012 to vote against any of the resolutions or to abstain from voting at the AGM.

The share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer of the vote-taking at the AGM.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Ms. Wang Xin ("Ms. Wang") has been appointed as an independent non-executive Director of the Company with effect from the conclusion of the AGM.

Ms. Wang, aged 40, has been the joint president and chief operation officer of Sohu.com Ltd. ("SOHU") since 2009. She joined SOHU in 1999. Prior to joining SOHU, Ms. Wang accumulated extensive experience in the field of sales and marketing. She worked in various companies, including Motorola (China) Company Limited where she served as an officer of the Marketing and Government Relations Department from 1996 to 1997.

Ms. Wang graduated from Beijing Technology and Business University (北京工商大學) in China in 1992 with a Bachelor of Arts. She obtained a diploma in applied linguistics at the Southeast Asian Ministers of Education Organization Regional Language Centre, Singapore in 1996 and completed the China CEO program jointly offered by Cheung Kong Graduate School of Business, Columbia Business School, IMD and London Business School in 2011.

A service contract has been entered into between Ms. Wang and the Company for a term commencing on 23 May 2012 and ending on the close of the annual general meeting of the Company to be held on 2015. Ms. Wang is entitled to an annual director's fee of HK\$150,000 which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to her duties and responsibilities with the Company and the market rate for the position.

Saved as disclosed herein, as at the date of this announcement, Ms. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or any relationship with any other directors, senior management or any substantial or

controlling shareholders of the Company; does not hold any other positions with the Company and its subsidiaries; and has not held any directorship in any public listed companies in the last three years preceding the date of this announcement.

There is no information which is discloseable nor is/was Ms. Wang 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

The Board would like to welcome Ms. Wang to the Board.

By order of the Board  
**SinoMedia Holding Limited**  
**Chen Xin**  
*Chairman*

Hong Kong, 23 May 2012

*As at the date of this announcement, the board of Directors comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou being the executive Directors, Mr. Zhu Jia and Mr. He Hui David, being the non-executive Directors, and Mr. Ding Junjie, Mr. Qi Daqing and Mr. Lian Yuming, being the independent non-executive Directors.*