
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **SINOMEDIA HOLDING LIMITED**, you should at once hand this circular and proxy form enclosed in this document 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[®]
SINOMEDIA HOLDING LIMITED
中視金橋國際傳媒控股有限公司
(the “Company”)
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00623)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of SinoMedia Holding Limited to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 12 June 2014, Thursday, at 3 p.m. is set out on pages 14 to 16 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding 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 of such meeting should you so wish.

17 April 2014

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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 Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong, on 12 June 2014, Thursday, at 3 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 17 April 2014 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including non-executive Directors 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, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00623)
“Companies Ordinance”	the Companies Ordinance, Chapter 622 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 such number of Shares not exceeding 20% of the aggregate number of issued Shares of the Company 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”	8 April 2014, 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
“Option Period”	the period within which any particular Pre-IPO Option(s) must be exercised, which shall not exceed 8 years from the grant of that particular Pre-IPO Option(s)
“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
“Pre-IPO Option(s)”	the option(s) granted under the Pre-IPO Scheme
“Pre-IPO Scheme”	the pre-IPO share option scheme adopted by the Company on 29 June 2007
“Repurchase Mandate”	a general mandate to the Directors to repurchase such number of Shares not exceeding 10% of the aggregate number of issued Shares of the Company as at the date of approval of the mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) in the share capital of the Company, or, if there is a sub-division, reduction, consolidation, or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the post-IPO share option scheme adopted by the Company on 27 May 2008
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent

SinoMedia[®]
SINOMEDIA HOLDING LIMITED
中視金橋國際傳媒控股有限公司
(the “Company”)
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00623)

Executive Directors:

Mr. Chen Xin (*Chairman*)
Ms. Liu Jinlan
Mr. Li Zongzhou

Non-Executive Director:

Mr. He Hui David

Independent Non-executive Directors:

Mr. Ding Junjie
Mr. Qi Daqing
Mr. Lian Yuming
Ms. Wang Xin

Registered office:

Unit 402, 4th Floor, Fairmont House
No. 8 Cotton Tree Drive
Admiralty
Hong Kong

Principal Place of Business:

Unit 15D
Xintian International Plaza
No. 450 Fushan Road
Pudong New District
Shanghai, PRC

17 April 2014

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF 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;
- (d) the re-election of retiring Directors;

LETTER FROM THE BOARD

- (e) the declaration of final and special dividends; and
- (f) the extension of the Option Period by 2 years.

2. VARIOUS MANDATES

On 23 May 2013, 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 forthcoming AGM.

(a) General Mandate

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

As at the Latest Practicable Date, the total number of issued Shares of the Company was 561,289,370, all of which had been fully paid-up. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 112,257,874 Shares. There is 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 granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase such number of its own Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 561,289,370 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 56,128,937 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

LETTER FROM THE BOARD

(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 a general meeting.

3. RE-ELECTION OF RETIRING 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 code provision A.4.2 of the corporate governance code 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) Mr. Li Zongzhou	Executive Director
(b) Mr. He Hui David	Non-executive Director
(c) Mr. Qi Daqing	Independent Non-executive Director

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

All the aforesaid Directors, if re-elected, 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 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 14 to 16 of this circular and a form of proxy for use at the AGM is enclosed in this circular.

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

LETTER FROM THE BOARD

5. FINAL AND SPECIAL DIVIDENDS

The Board has recommended the declaration of a final dividend and a special dividend to be paid out of the distributable profits of the Company to the Shareholders whose names appear on the register of members of the Company on 20 June 2014, Friday. An ordinary resolution will be proposed at the AGM to declare the final and special dividends.

6. EXTENSION OF OPTION PERIOD OF PRE-IPO OPTIONS

The Company adopted the Pre-IPO Scheme and the Share Option Scheme on 29 June 2007 and 27 May 2008 respectively. As disclosed in section headed “H. PRE-IPO SCHEME” under Appendix VII to the prospectus of the Company dated 25 June 2008, no Pre-IPO Options can be or will be granted on or after the date on which the Shares were listed on the Stock Exchange (i.e. 8 July 2008).

During the period from 4 July 2007 to 7 March 2008, the Company granted Pre-IPO Options to the eligible participants of the Pre-IPO Scheme to subscribe for a total of 17,920,000 Shares. As at the Latest Practicable Date, there are outstanding Pre-IPO Options to subscribe for 12,916,000 Shares. The maximum Option Period of all such outstanding Options was a period of 8 years from the date of grant of the Pre-IPO Options.

In order to allow the Board to have greater flexibility in the administration of the Share Option Scheme and to provide appropriate incentive for grantees of the Pre-IPO Options to contribute to the long term success of the Company, it is proposed that the Option Period of Pre-IPO Options granted and outstanding as at the date of AGM be extended by 2 years, such that the Option Period shall end on the expiry of 10 years from the date of grant of the relevant Pre-IPO Options.

The proposed amendments comply with the requirements under Rule 17.03(5) of the Listing Rules which states that the period within which the securities must be taken up under options granted must not be more than 10 years from the date of grant of the option.

Pursuant to the Pre-IPO Scheme, any alterations to the provisions of the Pre-IPO Scheme which are of a material nature or any change to the terms of Pre-IPO Options granted must be approved by the Shareholders in general meeting except where the alterations take effect automatically under the existing provisions under the Pre-IPO Scheme.

Accordingly, resolution will be proposed at the AGM to give effect to the proposals as described above.

To the best of the knowledge of the Directors, the grantees of the Pre-IPO Options and their associates held a total of 12,916,000 Shares as at the Latest Practicable Date. Pursuant to the Pre-IPO Scheme, Those grantees and their associates who are Shareholders are required to abstain from voting on the resolution to be proposed at the AGM to extend the Option Period of the Options granted and outstanding as mentioned above.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 10 June 2014, Tuesday, to 12 June 2014, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. In order to qualify to attend and vote at the AGM, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on 9 June 2014, Monday.

The register of members of the Company will be closed from 18 June 2014, Wednesday, to 20 June 2014, Friday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend and special dividend upon the passing of relevant resolution. No transfer of the Shares may be registered during the said period. In order to qualify for the proposed final dividend and special dividend, all transfers of Shares 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on 17 June 2014, Tuesday.

8. 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.

9. RECOMMENDATION

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

10. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular 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 total number of issued Shares of the Company was 561,289,370 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 56,128,937 Shares, representing 10% of the total number of issued Shares of the Company as at the Latest Practicable Date, during 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

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue of Shares in accordance with its Articles and the Companies Ordinance.

The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

On the basis of the combined net tangible assets of the Group as at 31 December 2013, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group 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 THE TAKEOVERS CODE

If, as the 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 Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) 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 will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 561,289,370 to 505,160,433.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, each of Ms. Liu Jinlan and Equity Trustee Limited as the trustee of UME Trust, DFS (No. 2) Trust and CLH Trust, is taken to have an interest in the same block of 257,428,169 Shares; and each of Mr. Chen Xin and Equity Trustee Limited as the trustee of MHS Trust, DFS (No. 1) Trust and CLH Trust, is taken to have an interest in the same block of 257,428,165 Shares. While Liu Jinlan is the founder of UME Trust, DFS (No. 2) Trust and CLH Trust and Chen Xin is the founder of MHS Trust, DFS (No. 1) Trust and CLH Trust, Liu Jinlan and Chen Xin are the only beneficiaries of the CLH Trust which holds through CLH Holding Limited and its wholly owned subsidiaries 209,941,513 Shares.

Accordingly, for the purpose of the Takeovers Code, Ms. Liu Jinlan and Mr. Chen Xin are concert parties and are taken to have interests in a total of 304,914,821 Shares, representing approximately 54.32% of the total number of issued Shares of the Company.

In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the aggregate interests of both Ms. Liu Jinlan and Mr. Chen Xin would be increased from approximately 54.32% to approximately 60.36% of the then total number of issued Shares of the Company. In the opinion of Directors, such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<i>2013</i>		
April	4.54	4.18
May	6.02	4.28
June	7.04	5.20
July	7.29	6.33
August	7.88	6.18
September	6.88	6.01
October	7.69	6.65
November	7.75	6.07
December	6.50	5.22
<i>2014</i>		
January	6.10	5.04
February	5.70	5.08
March	6.71	5.39
April (up to the Latest Practicable Date)	6.79	6.30

6. REPURCHASE OF SHARES

The Company had not purchased any shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any Associate of any Director has any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any 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 is 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 Hong Kong.

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

1. MR. LI ZONGZHOU

Mr. Li Zongzhou (李宗洲), aged 46, joined the Group in 2000 as financial supervisor and had been our General Accountant from 2007 to 2008. He was then a Vice-president and is currently our Chief Internal Control Officer. He was appointed as a director in November 2006. Mr. Li is responsible for financial audit, risk management, legal affairs and financial contract management 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 Renmin University of China in 1990. Mr. Li is the husband of our CEO, Ms. Liu Jinlan's niece.

In the three years immediately preceding the Latest Practicable Date, Mr. Li did not hold any directorship in any other publicly listed companies.

Mr. Li holds options to subscribe for 2,500,000 Shares.

Mr. Li has entered into a service contract with the Company.

2. MR. HE HUI DAVID

Mr. He Hui David, aged 53, has been our non-executive director since August 2011. He is currently the Operating Partner of Bain Capital Asia, LLC. He has more than 20 years of experience in engineering, sales and marketing and general business management in the United States of America and Asia. Before joining Bain Capital Asia, LLC in 2007, Mr. He had spent over 13 years with General Electric (GE) in various capacities. Mr. He received his Ph.D. degree in Physics from the University of Michigan in Ann Arbor, the United States of America. He obtained a Master Degree in Business Administration from Kellogg School of Business at the Northwestern University and was a graduate of the Peking University in the PRC.

In the three years immediately preceding the Latest Practicable Date, Mr. He did not hold any directorship in any other publicly listed companies.

Mr. He holds options to subscribe for 600,000 Shares.

Mr. He has entered into a service contract with the Company.

If re-elected at the AGM, Mr. He will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2017.

3. MR. QI DAQING

Mr. Qi Daqing, aged 49, has been our independent non-executive director since May 2008. He taught as an assistant professor and then an associate professor in accounting at the Chinese University of Hong Kong between 1996 and 2002. Mr. Qi joined the Cheung Kong Graduate School of Business in July 2002 where he currently serves as a professor of Accounting. Mr. Qi obtained a Bachelor of Science degree in biological physics in 1985 and a Bachelor of Arts degree in international mass communication in 1987, both from Fudan University in Shanghai. He received an MBA degree from the University of Hawaii at Manoa in 1992 and then a Ph.D. degree in accounting from the Michigan State University in 1996.

In the three years immediately preceding the Latest Practicable Date, Mr. Qi did not hold any directorship in any publicly listed companies, save and except for the directorship in the following publicly listed company:

Name of the company	Listing venue	Stock code	Title
Sohu.com Ltd.	NASDAQ	SOHU	Independent Director, Member of Audit Committee
AutoNavi Holdings Limited	NASDAQ	AMAP	Independent Director
Bona Film Group Limited	NASDAQ	BONA	Independent Director
Focus Media Holding, Ltd.	NASDAQ	FMCN	Independent Director, Member of Audit Committee
Honghua Group Limited	Stock Exchange	00196	Independent Director, Member of Audit Committee
China Vanke Co., Ltd.	Shenzhen Stock Exchange	000002	Independent Director
China Huiyuan Juice Group Limited	Stock Exchange	01886	Independent Director, the Chairman of Audit Committee and Member of Remuneration and Nomination Committee
DaQo New Energy Corp.	NYSE	DQ	Independent Director

Through his roles as an independent director in various companies and as a result of his overall professional experience, Mr. Qi has obtained expertise in accounting and financial management. In addition to lectures and presentations in accounting issues at various professional settings, he has authored research papers on accounting, financial reporting, capital market and other related topics that are published in leading academic journals. Mr. Qi is experienced in reviewing and analysing financial statements of public companies.

Mr. Qi holds options to subscribe for 260,000 Shares.

Mr. Qi has entered into a service contract with the Company.

If re-elected at the AGM, Mr. Qi will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2017.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2013 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees <i>(RMB'000)</i>	Salaries, allowances and benefits in kind <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>
Mr. Li Zongzhou	—	1,186	50	—	1,236
Mr. He Hui David	—	—	34	—	34
Mr. Qi Daqing	160	—	—	—	160

The emoluments to be received in 2014 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 of the Company, 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 under the Articles, the laws of Hong Kong and the Listing Rules. Save as disclosed in this circular, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and 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 or 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[®]
SINOMEDIA HOLDING LIMITED
中視金橋國際傳媒控股有限公司
(the “Company”)
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00623)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 3 p.m. on 12 June 2014, Thursday at Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong 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 2013.
2. To declare a final dividend of 16.48 HK cents per ordinary share of the Company (“Shares”) and a special dividend of 16.48 HK cents per Share to be paid out of the distributable profits to the shareholders of the Company (“Shareholders”) whose names appear on the register of members of the Company on Friday, 20 June 2014.
3. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix their remuneration.
4. To re-elect the retiring Directors.
5. To authorise 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 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

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the articles of association of the Company, not exceeding twenty per cent of the total number of issued Shares of the Company as at the date of this resolution (as may be consolidated or subdivided); and

- (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 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;

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 fractions 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;
 - (b) such mandate shall authorise 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 total number of issued Shares at the date of passing this resolution (as may be consolidated or subdivided); 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.”

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8. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 above shall be added to the number of Shares 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.”
9. “**THAT** the period during which holders of options (“Pre-IPO Options”) granted under the pre-IPO share option scheme adopted by the Company on 29 June 2007 and which remain outstanding as at the date of this resolution are entitled to exercise such Pre-IPO Options be extended to the expiry of 10 years from the date of grant of the relevant Pre-IPO Options.”
10. To transact other business of the Company.

By order of the Board
Chen Xin
Chairman

Hong Kong, 17 April 2014

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his/her stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment of such meeting should he/she so wish. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 17 April 2014. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from 10 June 2014, Tuesday to 12 June 2014, Thursday (both dates 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 during the said period. 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 9 June 2014, Monday.
4. The register of members of the Company will be closed from 18 June 2014, Wednesday to 20 June 2014, Friday (both dates inclusive), for the purpose of determining the entitlements of the members of the Company to the proposed final dividend and special dividend upon passing of resolution no. 2 set out in this notice. No transfer of Shares may be registered during the said period. In order to qualify for the proposed final dividend and special dividend all transfers of shares 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2014, Tuesday.
5. With regard to resolutions no. 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 6 above.

As at the date of this announcement, the Board comprises CHEN Xin, LIU Jinlan, LI Zongzhou as executive Directors, HE Hui David as non-executive Director and DING Junjie, QI Daqing, LIAN Yuming and WANG Xin as independent non-executive Directors.