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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 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<sup>®</sup>**  
**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: 00623)**

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**RE-ELECTION OF DIRECTORS**  
**EXTENSION OF OPTION PERIOD**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of SinoMedia Holding Limited (the “**Company**”) to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 15 June 2016, Wednesday, at 3:00 p.m. is set out on pages 19 to 21 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, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, 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 thereof should you so wish.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I — EXPLANATORY STATEMENT ON BUY-BACK OF SHARES</b> .....	11
<b>APPENDIX II — DETAILS OF DIRECTORS STANDING FOR RE-ELECTION</b> .....	16
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	19

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## DEFINITIONS

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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 15 June 2016, Wednesday, 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 27 April 2016 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
“Close 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)
“Buy-back Mandate”	a general mandate to the Directors to buy back 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 (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be bought back as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)
“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”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Core 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 (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares bought back under the Buy-back Mandate

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## DEFINITIONS

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“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”	14 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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 Share Option(s) must be exercised
“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
“RMB”	Reminbi, the lawful currency of the PRC
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company
“Share Option(s)”	the option(s) granted under the Share Option Scheme
“Share Option Scheme”	the post-IPO share option scheme adopted by the Company on 27 May 2008
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/Subsidiaries”	any entity which falls within the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong
“%”	per cent

**SinoMedia®**

**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: 00623)**

*Executive Directors:*

Mr. Chen Xin (*Chairman*)

Ms. Liu Jinlan

Mr. Li Zongzhou

*Independent Non-executive Directors:*

Mr. Qi Daqing

Mr. Lian Yuming

Ms. Wang Xin

Mr. He Hui David

*Registered office:*

Unit 402, 4th Floor, Fairmont House

No. 8 Cotton Tree Drive

Admiralty

Hong Kong

*Principal Places of Business:*

Unit 15D

Xintian International Plaza

No. 450 Fushan Road

Pudong New District

Shanghai, PRC

7/F, The Place-SinoMedia Tower

No. 9 Guanghai Road

Chaoyang District

Beijing, PRC

27 April 2016

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
RE-ELECTION OF DIRECTORS  
EXTENSION OF OPTION PERIOD  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**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 Shareholder's 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 Buy-back Mandate;
- (c) the granting to the Directors of the General Extension Mandate;

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## LETTER FROM THE BOARD

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- (d) the re-election of Directors;
- (e) the extension of the Option Period by 2 years; and
- (f) the declaration of final dividend.

### VARIOUS MANDATES

On 10 June 2015, resolutions for the General Mandate, Buy-back 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 Shares prevailing up to 20% of the total number of 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 544,908,370 fully paid-up Shares. 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 bought back from 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 108,981,674 Shares (subject to adjustment in case of Share consolidation or subdivision after the passing of such resolution as prescribed under the Listing Rules). There is no present intention for any issuance of Shares pursuant to the General Mandate.

#### (b) BUY-BACK MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of the Buy-back Mandate. The new Buy-back Mandate, if granted, will allow the Directors to exercise all the powers of the Company to buy back 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 Buy-back Mandate and on the basis that there were 544,908,370 fully paid-up Shares in issue as at the Latest Practicable Date and no Shares will be issued or bought back by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 54,490,837 Shares (subject to adjustment in case of Share consolidation or subdivision after the passing of such resolution as prescribed under the Listing Rules). There is no present intention for any buy-back of Shares pursuant to the Buy-back 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 Buy-back 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.

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## LETTER FROM THE BOARD

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### (c) GENERAL EXTENSION MANDATE

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

The authority conferred on the Directors by the General Mandate, the Buy-back 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.

### 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 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. Qi Daqing	Independent Non-executive Director
(c) Mr. Lian Yuming	Independent Non-executive Director

Mr. Lian Yuming will only hold office until the conclusion of the AGM even if he is not to retire by rotation. All of them, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, each of Mr. Qi Daqing and Mr. Lian Yuming will hold office until the conclusion of the annual general meeting of the Company of 2019.

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.

### EXTENSION OF OPTION PERIOD

The Share Option Scheme was adopted by the Company on 27 May 2008. The number of Shares subject to the Scheme Mandate Limit is 55,748,240 Shares, representing 10% of the then number of issued Shares as at the date of listing of the Shares on the Stock Exchange.

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## LETTER FROM THE BOARD

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During the period from 17 September 2009 to 15 September 2015, the Company granted Share Options to the eligible participants of the Share Option Scheme to subscribe for a total of 34,460,000 Shares. Accordingly, the balance of the Scheme Mandate Limit as at the Latest Practicable Date was 21,288,240 Shares.

As at the Latest Practicable Date, there were outstanding Share Options to subscribe for 13,853,000 Shares. The maximum Option Period of all such outstanding Share Options is a period of 8 years from the date of grant of the Share Options.

It is the intention of the Company to provide continuing and further incentives to its employees and eligible persons by way of granting of Share Options to incentivise them in creating greater value of the Company. The Group's traditional dominant business, TV advertising and branding services, relies heavily on creative and innovative inputs from its employees. Further, with the arrival of the age of internet integration, internet media is gradually replacing traditional media and is now gaining dominance in the media market. Such rapid change in the outlook of the media market poses great challenges to the Group's traditional media business. As such, the Company treasures the expertise of its employees who help to maintain the Group's leading position in face of intense industry competition and implement various reforms such as the Group's recent initiatives in developing its digital business. It has always been the Group's human resources policy to provide various benefits to improve employee satisfaction. Whilst the definition of "Expiry Date" in the Share Option Scheme was set to be 8 years and the Option Period was initially set to be 8 years accordingly, the Company considers that an Option Period of 10 years could better complement the aforesaid corporate strategy as well as boosting employees' morale to encourage their long term commitment to the Group. In order to allow the Board to have greater flexibility in the administration of the Share Option Scheme by maximizing the Option Period for all Share Option granted or to be granted to the extent as permitted under the Listing Rules, and to maximize appropriate incentive for grantees of the Share Options to contribute to the long term success of the Company, it is proposed that (i) the definition of "Expiry Date" in the Share Option Scheme be amended to allow the Board to grant Share Options with exercise period up to a maximum of 10 years instead of 8 years as presently stipulated under the Share Option Scheme; and (ii) subject to the aforesaid amendment to the definition of "Expiry Date" in the Share Option Scheme, the Option Period of Share Options granted and outstanding as at the date of AGM be extended by 2 years. Accordingly, appropriate amendment will be made to the Share Option Scheme in this regard, such that the Option Period shall end on the expiry of 10 years from the date of grant of the relevant Share 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 Share Option Scheme, provisions of the Share Option Scheme relating to the exercise of the Share Options cannot be altered to the advantage of grantees or prospective grantees except with the prior sanction of a resolution of the Shareholders in general meeting. Accordingly, resolutions will be proposed at the AGM to give effect to the proposals as described above.

Pursuant Note (1) to Rule 17.04 of the Listing Rules, any change in the terms of Share Options granted to an eligible participant who is a substantial Shareholder or an independent non-executive Director, or any of their respective associates must be approved by Shareholders in a general meeting with the grantee concerned, his associates and all Core Connected Persons of the Company abstaining from voting in favour at such general meeting. Given Ms. Liu Jinlan, an executive Director and a substantial Shareholder, Mr. Qi Daqing, Mr. Lian Yuming and Ms. Wang Xin, independent non-executive Directors, are holders of the Share Options (collectively the "Interested Option Holders"), the Interested Option



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## LETTER FROM THE BOARD

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Holders and each of their associates as well as all Core Connected Persons must abstain from voting in favour of the resolution to be proposed at the AGM to extend the Option Period of the Share Options granted and outstanding as mentioned above.

To the best of the knowledge of the Directors, the Interested Option Holders, their associates and all Core Connected Persons held a total of 306,348,821 Shares as at the Latest Practicable Date.

As at the Latest Practicable Date, none of the Shareholders who are required to abstain from voting in favour has given the Company notice of his/her/its intention to vote against the relevant resolution at the AGM.

Assuming no further Share Options will be exercised or granted between the Latest Practicable Date and the date of the AGM, the Option Period of the outstanding Share Options will be extended as follow:

<b>Date of grant</b>	<b>No. of outstanding Share Options</b>	<b>Exercise price (HK\$)</b>	<b>Existing Option Period</b>	<b>Extended Option Period</b>
17 September 2009	660,000 (Note 3)	1.49	17 September 2009 to 16 September 2017 (Note 1)	17 September 2009 to 16 September 2019 (Note 1)
2 July 2010	6,123,000 (Note 4)	1.84	2 July 2011 to 1 July 2018 (Note 2)	2 July 2011 to 1 July 2020 (Note 2)
6 December 2010	650,000	2.88	6 December 2011 to 5 December 2018 (Note 2)	6 December 2011 to 5 December 2020 (Note 2)
29 August 2011	320,000 (Note 5)	2.62	29 August 2012 to 28 August 2019 (Note 2)	29 August 2012 to 28 August 2021 (Note 2)
9 January 2012	800,000	2.36	9 January 2013 to 8 January 2020 (Note 2)	9 January 2013 to 8 January 2022 (Note 2)
11 September 2012	560,000 (Note 6)	3.22	11 September 2013 to 10 September 2020 (Note 2)	11 September 2013 to 10 September 2022 (Note 2)
12 April 2013	300,000	4.31	12 April 2014 to 11 April 2021 (Note 2)	12 April 2014 to 11 April 2023 (Note 2)

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## LETTER FROM THE BOARD

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<b>Date of grant</b>	<b>No. of outstanding Share Options</b>	<b>Exercise price (HK\$)</b>	<b>Existing Option Period</b>	<b>Extended Option Period</b>
19 July 2013	1,120,000	6.86	19 July 2014 to 18 July 2021 (Note 2)	19 July 2014 to 18 July 2023 (Note 2)
10 September 2014	920,000	5.50	10 September 2015 to 9 September 2022 (Note 2)	10 September 2015 to 9 September 2024 (Note 2)
15 September 2015	2,400,000	2.59	15 September 2016 to 14 September 2023 (Note 2)	15 September 2016 to 14 September 2025 (Note 2)
	13,853,000			

**Note:**

1. A Share Option holder may exercise a maximum of 25% of the total number of Share Options granted from his acceptance of the Share Option. Subsequently, for every full year of continuous service with the Company, the holder may exercise a maximum of another 25% of the total number of the Share Options granted.
2. A Share Option holder may exercise a maximum of 25% of the total number of the Share Options granted after the lapse of one full year from the date of grant of the Share Option. Subsequently, for every full year of continuous service with the Company, the holder may exercise a maximum of another 25% of the total number of the Share Options granted.
3. Share Options carrying rights to subscribe for 260,000 Shares are held by Mr. Qi Daqing, an independent non-executive Director.
4. Share Options carrying rights to subscribe for 1,200,000 Shares are held by Ms. Liu Jinlan, an executive Director and a substantial Shareholder; Share Options carrying rights to subscribe for 900,000 Shares are held by Mr. Li Zongzhou, an executive Director.
5. Share Options carrying rights to subscribe for 200,000 Shares are held by Mr. Lian Yuming, an independent non-executive Director.
6. Share Options carrying rights to subscribe for 200,000 Shares are held by Ms. Wang Xin, an independent non-executive Director.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 21 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 it to the Company's share registrar, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, 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 shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

### FINAL DIVIDEND

The Board has recommended the declaration of a final 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 30 June 2016, Thursday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 13 June 2016, Monday, to 15 June 2016, Wednesday (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 during the said period. 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, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on 10 June 2016, Friday.

The register of members of the Company will be closed from 28 June 2016, Tuesday, to 30 June 2016, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final 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, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on 27 June 2016, Monday.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

Having considered the proposed extension of the Option Period, all the independent non-executive Directors (excluding those who are the Interested Option Holders) consider such extension is fair and reasonable so far as the Shareholders (other than those who are required to abstain to vote in favour) are concerned. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders (other than those who are required to abstain to vote in favour) to vote in favour of the ordinary resolution approving the extension of the Option Period as set out in the notice of the AGM.

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.

### 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  
**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 Buy-back Mandate.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares of the Company was 544,908,370 fully paid-up Shares.

Subject to the passing of the resolution granting the new Buy-back Mandate and on the basis that no further Shares will be allotted and issued or bought back from the Latest Practicable Date and to the date of the AGM, the Directors would be allowed under the Buy-back Mandate to buy back up to 54,490,837 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date, during the period from the date of resolution granting the Buy-back 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.

## **REASONS FOR BUY-BACKS**

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 buy back Shares in the market. Such buy-backs 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 buy-backs will benefit the Company and its Shareholders as a whole.

## **FUNDING OF BUY-BACKS**

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

The Companies Ordinance provides that the payment in respect of a share buy-back may only be made from the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

On the basis of the combined net tangible assets of the Group as at 31 December 2015, 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 Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. Nevertheless, The Directors do not propose to exercise the Buy-back 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.

**EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING**

If, as the result of a Share buy-back, 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 bought back from the Latest Practicable Date to the date of the AGM, on exercise in full of the Buy-back Mandate, the number of issued Shares will decrease from 544,908,370 to 490,417,533.

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 be have an interest in the same block of 258,862,169 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 be have an interest in the same block of 257,428,165 Shares. While Ms. Liu Jinlan is the founder of UME Trust, DFS (No. 2) Trust and CLH Trust and Mr. 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 306,348,821 Shares, representing approximately 56.22% of the total number of issued Shares of the Company as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the aggregate interests of both Ms. Liu Jinlan and Mr. Chen Xin would be increased from approximately 56.22% to approximately 62.46% 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 currently has no intention to exercise the Buy-back 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.

## 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 the Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<b>2015</b>		
April	5.13	3.67
May	4.87	4.06
June	6.35	4.02
July	4.49	2.90
August	3.73	2.16
September	2.69	2.36
October	2.67	2.45
November	2.57	2.37
December	2.70	2.39
<b>2016</b>		
January	2.68	1.95
February	2.13	1.70
March	2.14	1.78
April (up to the Latest Practicable Date)	2.01	1.81

## BUY-BACK OF SHARES

The Company bought back an aggregate of 14,769,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date (dd/mm/yyyy)	No. of Shares bought back	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Total amount paid (HK\$)
15/10/2015	1,000	2.49	2.49	2,490
28/10/2015	28,000	2.49	2.49	69,720
29/10/2015	771,000	2.49	2.49	1,919,790
30/10/2015	378,000	2.48	2.47	937,170
02/11/2015	800,000	2.49	2.44	1,985,760
04/11/2015	157,000	2.49	2.49	390,930
05/11/2015	94,000	2.49	2.49	234,060
10/11/2015	60,000	2.49	2.49	149,400
11/11/2015	765,000	2.49	2.48	1,904,620
12/11/2015	130,000	2.49	2.49	323,700
13/11/2015	362,000	2.49	2.47	900,780
16/11/2015	800,000	2.49	2.45	1,981,650

Date (dd/mm/yyyy)	No. of Shares bought back	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Total amount paid (HK\$)
17/11/2015	574,000	2.49	2.46	1,428,320
18/11/2015	40,000	2.49	2.49	99,600
19/11/2015	34,000	2.49	2.49	84,660
25/11/2015	800,000	2.49	2.46	1,986,500
26/11/2015	800,000	2.49	2.48	1,991,270
27/11/2015	1,000,000	2.46	2.46	2,460,000
30/11/2015	180,000	2.45	2.38	433,040
01/12/2015	160,000	2.45	2.44	391,700
02/12/2015	114,000	2.45	2.44	279,110
03/12/2015	400,000	2.45	2.41	971,350
04/12/2015	400,000	2.43	2.41	968,630
07/12/2015	363,000	2.45	2.42	881,260
08/12/2015	353,000	2.45	2.40	857,460
09/12/2015	192,000	2.45	2.42	468,640
10/12/2015	354,000	2.45	2.42	860,980
11/12/2015	400,000	2.44	2.42	970,000
14/12/2015	400,000	2.43	2.41	968,870
15/12/2015	400,000	2.43	2.41	968,570
16/12/2015	177,000	2.45	2.42	432,590
17/12/2015	193,000	2.45	2.42	471,260
21/12/2015	83,000	2.45	2.45	203,350
05/01/2016	38,000	2.49	2.49	94,620
06/01/2016	2,000	2.49	2.49	4,980
07/01/2016	324,000	2.49	2.43	798,020
08/01/2016	100,000	2.46	2.45	245,900
11/01/2016	622,000	2.44	2.37	1,501,040
13/01/2016	80,000	2.30	2.30	184,000
14/01/2016	193,000	2.28	2.26	438,590
15/01/2016	259,000	2.28	2.24	586,250
18/01/2016	320,000	2.18	2.10	683,580
19/01/2016	110,000	2.15	2.12	235,090
20/01/2016	242,000	2.14	2.09	512,990
21/01/2016	326,000	2.13	2.07	685,620
22/01/2016	180,000	2.12	2.07	374,400
25/01/2016	80,000	2.00	2.00	160,000
26/01/2016	130,000	2.00	1.97	258,090
29/01/2016	1,000	1.95	1.95	1,950

Save as disclosed herein, the Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.



**GENERAL**

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Buy-back Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core 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 Buy-back 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 Buy-back 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 48, joined the Group in 2000 as a 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 an Executive Director in November 2006. Mr. Li is responsible for financial accounting, 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 Ms. Liu Jinlan's niece.

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

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

As at the Latest Practicable Date, save for options carrying rights to subscribe for 2,500,000 Shares, Mr. Li did not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Li do not have any relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

**2. Mr. Qi Daqing**

Mr. Qi Daqing (齊大慶), aged 51, 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. He serves as an independent director, the chairman of audit committee and a member of remuneration committee of Sohu.com Ltd. and Honghua Group Limited respectively, and serves as an independent director and the chairman of audit committee of iKang Healthcare Group, Inc. and Bona Film Group Limited respectively, and serves as an independent director and a member of audit committee, remuneration committee and nomination committee of MOMO Inc., and serves as an independent director and the chairman of nomination committee, a member of audit committee and remuneration committee of Jutal Offshore Oil Services Limited. 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.

Mr. Qi currently holds directorships in the following publicly listed companies: Sohu.com Ltd. (NASDAQ), Honghua Group Limited (Hong Kong Stock Exchange), iKang Healthcare Group, Inc. (NASDAQ), Bona Film Group Limited (NASDAQ), MOMO Inc. (NASDAQ), and Jutal Offshore Oil Services Limited (Hong Kong Stock Exchange).

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.

Save as disclosed above, Mr. Qi does not at present, and did not in the three years immediately preceding the Latest Practicable Date, hold any directorship in any publicly listed companies. Mr. Qi is not related any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Qi has entered into a letter of appointment with the Company.

As at the Latest Practicable Date, save for options carrying rights to subscribe for 260,000 Shares, Mr. Qi did not have any interest in the Shares within the meaning of Part XV of the SFO.

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 2019.

### 3. Mr. Lian Yuming

Mr. Lian Yuming (連玉明), aged 52, was appointed as our Independent Non-executive Director in May 2011. Mr. Lian graduated from Shanxi University (山西大學) in 1987 with a bachelor of laws degree and then a Ph.D. degree in engineering from China University of Geosciences (中國地質大學) in 2013. He currently serves as the president of the International Institute for Urban Development, Beijing (北京國際城市發展研究院), the president of Capital Association for Scientific Decision-Making (首都科學決策研究會), the chairman of The Foundation of Beijing International Cities Forum (北京國際城市論壇基金會), a vice president of the Beijing Federation of Social Science Circles (北京市社會科學界聯合會) and a committee member of the Expert Consultative Committee of the Beijing Municipal Government (北京市政府專家諮詢委員會). He has a number of publications including the Report on Competitiveness of Chinese Cities (中國城市綜合競爭力報告), the Report on the Living Quality of Chinese Cities (中國城市生活質量報告), the Report on the Brand Value of Chinese Cities (中國城市品牌價值報告), the Report on the Core Problems of the 11th Five-Year Plan of Chinese Cities (中國城市「十一五」核心問題研究報告), the Report on the Core Problems of the 12th Five-Year Plan of Chinese Cities (中國城市「十二五」核心問題研究報告) and the Report on Innovations of China's Social Administration (中國社會管理創新報告). Mr. Lian has received various awards from government bodies and communities in recognition of his achievement and contribution to society, including the Beijing Municipal Committee of the Chinese People's Political Consultative Conference (政協北京市委員會).

Mr. Lian does not at present, and did not in the three years immediately preceding the Latest Practicable Date, hold any directorship in any publicly listed companies; and is not related any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Lian has entered into a letter of appointment with the Company.

As at the Latest Practicable Date, save for options carrying rights to subscribe for 200,000 Shares, Mr. Lian did not have any interest in the Shares within the meaning of Part XV of the SFO.

If re-elected at the AGM, Mr. Lian will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2019.

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received for the year ended 31 December 2015 by the above Directors to be re-elected at the AGM are set out in the table below:

<b>Directors</b>	<b>Fees</b>	<b>Salaries, allowances and benefits in kind</b>	<b>Discretionary bonuses</b>	<b>Contribution to defined contribution plan</b>	<b>Equity settled share-based payment</b>	<b>Total remuneration</b>
	<i>(RMB'000)</i>	<i>(RMB'000)</i>	<i>(RMB'000)</i>	<i>(RMB'000)</i>	<i>(RMB'000)</i>	<i>(RMB'000)</i>
Mr. Li Zongzhou	—	1,440	405	—	—	1,845
Mr. Qi Daqing	176	—	—	—	—	176
Mr. Lian Yuming	158	—	—	—	12	170

The emoluments to be received in 2016 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 herein, 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 (as defined in the Listing Rules) 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)(w) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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**SinoMedia<sup>®</sup>**

**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: 00623)**

**(the “Company”)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held at 3:00 p.m. on 15 June 2016, Wednesday 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 2015.
2. To declare a final dividend of 10.58 HK cents per ordinary share of the Company to be paid out of the distributable profits to the Shareholders of the Company whose names appear on the register of members of the Company on 30 June 2016.
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 in the Company (“**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 the articles of association of the Company, not exceeding twenty per cent of the total number of Shares in issue as at the date of this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 recognized regulatory body or any stock exchange applicable to the Company).”
7. **“THAT** there be granted to the Directors an unconditional general mandate to buy back Shares, and that the exercise by the Directors of all powers of the Company to buy back 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 authorize the Directors to procure the Company to buy back Shares at such price as the Directors may at their discretion determine;
  - (c) the Shares to be bought back by the Company pursuant to 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.”
8. **“THAT**, subject to the passing of resolutions nos. 6 and 7 above, the number of Shares which are bought back 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. “**THAT** the definition of “Expiry Period” in clause 1 of the share option scheme adopted by the Company on 27 May 2008 (“**Share Options Scheme**”) be deleted in its entirety and replaced with the following:

“Expiry Date”            in respect of an Option, such date as the Board may in its absolute discretion determine and which shall not exceed 10 years from the Grant Date but subject to the provisions for early termination thereof contained herein”

10. “**THAT**, subject to the passing of resolution No. 9 above, the period during which holders of options (“**Share Options**”) granted under the Share Option Scheme and which remain outstanding as at the date of this resolution are entitled to exercise such Share Options be extended to the expiry of 10 years from the date of grant of the relevant Share Options.”

By order of the Board  
**Chen Xin**  
Chairman

Hong Kong, 27 April 2016

**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 authorized corporate representative to attend and vote in his stead. A proxy need 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 thereof should he so wish. In such event, his 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 27 April 2016. 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, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, 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 13 June 2016, Monday to 15 June 2016, Wednesday (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, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 10 June 2016, Friday.
4. The register of members of the Company will be closed from 28 June 2016, Tuesday to 30 June 2016, Thursday (both dates inclusive), for the purposes of determining the entitlements of members of the Company to the proposed final dividend upon passing of resolution no. 2 set out in this notice. 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, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 27 June 2016, Monday.
5. With regard to resolution 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 notice, the board of Directors comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou as executive Directors, Mr. Qi Daqing, Mr. Lian Yuming, Ms. Wang Xin and Mr. He Hui David as independent non-executive Directors.*