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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[®]
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
AND
NOTICE OF ANNUAL GENERAL MEETING

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 9 June 2017, Friday, at 3:00 p.m. is set out on pages 15 to 17 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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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 9 June 2017, Friday, 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 28 April 2017 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 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 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)

DEFINITIONS

“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
“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”	17 April 2017, 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
“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
“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 subdivision, 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 Guanghua Road

Chaoyang District

Beijing, PRC

28 April 2017

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTORS
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; and

LETTER FROM THE BOARD

(d) the re-election of Directors.

VARIOUS MANDATES

On 15 June 2016, 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 number of issued Shares of the Company was 532,964,370 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 new issue of up to 106,592,874 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 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 532,964,370 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 53,296,437 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.

(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.

LETTER FROM THE BOARD

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. Chen Xin	Executive Director
(b) Ms. Liu Jinlan	Executive Director
(c) Mr. He Hui David	Independent Non-executive Director

Mr. He Hui David 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, Mr. He Hui David will hold office until the conclusion of the annual general meeting of the Company of 2020.

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.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 15 to 17 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 6 June 2017, Tuesday, to 9 June 2017, Friday (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 5 June 2017, 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.

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.

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 number of issued Shares of the Company was 532,964,370 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 53,296,437 Shares, representing 10% of the number of issued Shares 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 2016, 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 532,964,370 to 479,667,933.

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 258,945,169 Shares (representing approximately 48.59% of the number of issued Shares of the Company as at the Latest Practicable Date); 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 (representing approximately 48.30% of the number of issued Shares of the Company as at the Latest Practicable Date). 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 asset comprises 209,941,513 Shares held through CLH Holding Limited and its wholly owned subsidiaries.

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 306,431,821 Shares, representing approximately 57.50% 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 57.50% to approximately 63.88% of the then 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\$)
2016		
April	2.06	1.81
May	2.04	1.85
June	2.01	1.79
July	1.87	1.58
August	1.73	1.52
September	1.98	1.52
October	2.08	1.78
November	1.93	1.81
December	1.88	1.75
2017		
January	1.94	1.75
February	1.89	1.78
March	1.85	1.71
April (up to the Latest Practicable Date)	1.82	1.73

BUY-BACK OF SHARES

The Company bought back an aggregate of 12,166,000 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\$)
19/10/2016	197,000	1.88	1.87	369,890
20/10/2016	161,000	1.88	1.85	301,870
28/10/2016	33,000	1.88	1.88	62,040
31/10/2016	4,000	1.88	1.88	7,520
01/11/2016	89,000	1.90	1.86	168,180
02/11/2016	270,000	1.89	1.87	506,880
03/11/2016	210,000	1.88	1.85	390,900
04/11/2016	361,000	1.88	1.82	668,660
07/11/2016	93,000	1.86	1.85	172,850
08/11/2016	25,000	1.86	1.86	46,500
09/11/2016	362,000	1.87	1.83	669,990
10/11/2016	3,000	1.87	1.87	5,610
11/11/2016	77,000	1.89	1.87	144,890
14/11/2016	450,000	1.89	1.84	837,350

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\$)
15/11/2016	133,000	1.84	1.83	244,590
16/11/2016	384,000	1.86	1.83	709,320
17/11/2016	193,000	1.85	1.84	355,920
18/11/2016	130,000	1.86	1.85	241,300
21/11/2016	102,000	1.86	1.85	189,500
22/11/2016	29,000	1.86	1.86	53,940
23/11/2016	92,000	1.88	1.87	172,840
24/11/2016	163,000	1.88	1.87	305,610
25/11/2016	374,000	1.88	1.86	698,440
28/11/2016	80,000	1.87	1.87	149,600
29/11/2016	30,000	1.88	1.87	56,130
30/11/2016	383,000	1.88	1.86	716,580
01/12/2016	400,000	1.87	1.84	742,600
02/12/2016	290,000	1.87	1.85	539,300
05/12/2016	383,000	1.87	1.84	711,320
06/12/2016	68,000	1.85	1.84	125,620
07/12/2016	160,000	1.85	1.83	294,600
08/12/2016	230,000	1.85	1.83	422,700
09/12/2016	230,000	1.85	1.83	422,560
12/12/2016	350,000	1.81	1.79	628,500
13/12/2016	111,000	1.81	1.79	199,810
14/12/2016	90,000	1.82	1.80	162,900
15/12/2016	150,000	1.82	1.78	270,100
16/12/2016	60,000	1.81	1.80	108,200
19/12/2016	150,000	1.81	1.78	269,000
20/12/2016	120,000	1.79	1.77	213,200
21/12/2016	20,000	1.75	1.75	35,000
22/12/2016	50,000	1.76	1.76	88,000
23/12/2016	150,000	1.79	1.77	267,440
28/12/2016	150,000	1.80	1.78	267,900
29/12/2016	150,000	1.79	1.78	268,100
30/12/2016	140,000	1.80	1.78	250,800
03/01/2017	23,000	1.80	1.80	41,400
04/01/2017	50,000	1.81	1.81	90,500
05/01/2017	220,000	1.83	1.81	400,200
06/01/2017	113,000	1.82	1.80	205,000
09/01/2017	190,000	1.82	1.80	343,600
10/01/2017	190,000	1.81	1.79	343,000
11/01/2017	114,000	1.81	1.77	206,210
12/01/2017	119,000	1.82	1.80	215,800
13/01/2017	110,000	1.82	1.80	199,400
16/01/2017	60,000	1.85	1.82	110,800
17/01/2017	150,000	1.85	1.85	277,500
18/01/2017	91,000	1.87	1.85	169,710

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\$)
20/01/2017	88,000	1.88	1.87	164,640
23/01/2017	130,000	1.88	1.86	243,100
24/01/2017	60,000	1.88	1.88	112,800
30/03/2017	654,000	1.80	1.74	1,153,980
31/03/2017	486,000	1.80	1.76	869,840
05/04/2017	650,000	1.76	1.74	1,141,420
07/04/2017	320,000	1.76	1.74	559,700
10/04/2017	101,000	1.76	1.75	177,290
12/04/2017	367,000	1.76	1.74	641,580
Total	12,166,000			22,202,020

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. Chen Xin

Mr. Chen Xin (陳新), aged 50, has been our Executive Director since November 2006. He was appointed as our Chairman in December 2007. He is primarily responsible for the strategic development, financial planning and overall management of the Group. Mr. Chen has over twenty eight years of experience in the media industry. He obtained the title of senior reporter in journalism in 1999. He was previously a reporter for the CCTV news compilation room of the overseas service department and the Australian branch of Xinhua News Agency. He was also a director of news distribution office of the overseas service department of Xinhua News Agency from 1988 to 2004. Mr. Chen received his bachelor of science degree in biology and genetics from Fudan University in 1986, completed a master's course in international news from Fudan University in 1988 and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Mr. Chen is the husband of Ms. Liu Jinlan, our Chief Executive Officer and an Executive Director.

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

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

As at the Latest Practicable Date, Mr. Chen was deemed to be interested in 257,428,165 Shares which were held by three discretionary trusts, namely MHS Trust, DFS (No. 1) Trust and CLH Trust, all founded by Mr. Chen. Out of such 257,428,165 Shares, 209,941,513 Shares were held by CLH Trust and Mr. Chen is also a beneficiary of the trust.

2. Ms. Liu Jinlan

Ms. Liu Jinlan (劉矜蘭), aged 48, has been our Chief Executive Officer since she founded the Group in 1999. She has served as an Executive Director since 24 October 2001. She is primarily responsible for the overall management of business operation and client development. Ms. Liu previously worked at CCTV from 1995 to 1998. Since she founded our Group, Ms. Liu was instrumental in designing and executing advertising campaigns which have influenced the TV media industry, for which she was jointly recognized as one of the “Top Ten Female Advertising Professionals of China” (中國十大最具風采女性廣告人) by CCTV, Advertising School of the Communication University of China (中國傳媒大學廣告學院), Advertising Guidance (廣告導報) and “Business” magazine (經營者雜誌社) in 2006. She was elected chairman of The Association of Accredited Advertising Agencies of China (中國4A協會) in January 2008, and jointly recognised as one of the “2008 Top Ten People in Media Advertising of China” (2008中國十大傳媒廣告人物) by School of Journalism and Communication of Renmin University of China (中國人民大學新聞學院), Journalism School of Fudan University (復旦大學新聞學院) and other institutions in December 2008. In 2009, in a celebration marking the 60th anniversary of founding of New China, she was jointly recognised as the “2009 Outstanding Woman of China’s Advertising Industry” (2009年度中國廣告行業傑出女性) by China Advertising Association of Commerce (中國商務廣告協會), Beijing Advertising Association (北京廣告協會), “21st Century Advertising Magazine” (21世紀廣告雙週刊), and the organizing committee of the 21st AD International Summit (21世紀廣告國際峰會組委會). She was also elected a vice-chairman of the first Media Committee of China Association of National Advertisers (中國廣告主協會) in December 2009. She was jointly recognized for two successive years as one of the 2009/2010 and 2010/2011 “Top Ten influential Female Advertising Professionals of China” (中國最具影響力十大女性廣告人) by “Advertising Guidance” magazine (廣告導報雜誌社) and MBA School of the Communication University of China (中國傳媒大學MBA學院) in September 2010 and

April 2011 respectively. She was elected as the deputy head of Advertising Artistic Committee of China Television Artists Association (中國電視藝術家協會廣告藝術委員會) in March 2012. She was elected a vice president of Beijing Chaoyang District Association of Women Entrepreneurs (北京市朝陽區女企業家協會) in July 2012. She also served as a supervisor of MBA of Year 2012 of Cheung Kong Graduate School of Business in November 2012. She was recognized as “Person of the Year” (年度人物獎) by The Association of Accredited Advertising Agencies of China (中國4A協會) in October 2013. In March 2014, she was recognized as one of the 2013/2014 “Top Ten Female Advertising Managers of China” (十大女性廣告經理人) by “Advertising Guidance” magazine (廣告導報雜誌社). As a renowned adperson with a 20-year successful advertising career in China, she has been working as the chairman of The Association of Accredited Advertising Agencies of China (中國4A協會) for four years, and has become one of the fifteen members of the selection committee of China Advertising Hall of Fame (中國廣告名人堂推選委員會), which is jointly created by China Advertising Association of Commerce (中國商務廣告協會), the Advertising Museum of China (中國廣告博物館) and the National Advertising Research Institute (國家廣告研究院). In January 2017, she was recognised as the “Expert of Think Tank of China Advertising Industry” (中國廣告智庫專家) by China Advertising Association of Commerce (中國商務廣告協會).

Ms. Liu graduated from the Beijing Broadcast Institute with a certificate in linguistics, and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Ms. Liu is the wife of Mr. Chen Xin, our Chairman and an Executive Director.

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

Ms. Liu has entered into a service contract with the Company.

As at the Latest Practicable Date, Ms. Liu was interested in options carrying rights to subscribe for 4,400,000 Shares, and was deemed to be interested in 258,945,169 Shares which were held by three discretionary trusts, namely UME Trust, DFS (No. 2) Trust and CLH Trust, all founded by Ms. Liu. Out of such 258,945,169 Shares, 209,941,513 Shares were held by CLH Trust and Ms. Liu is also a beneficiary of the trust.

3. Mr. He Hui David

Mr. He Hui David (何暉), aged 56, was re-designated as an Independent Non-Executive Director of our Group on 20 November 2015. Mr. He was appointed as a Non-Executive Director of our Group from August 2011 to November 2015. He is currently a partner and managing director of PAG Asia Capital. Prior to joining PAG Asia Capital in 2015, he had been working at Bain Capital Asia as a managing partner. Mr. He previously work at General Electric for more than ten years and had accumulated extensive experience in the management of engineering, marketing and company operation-related affairs in the United States and the Asia market. Mr. He graduated from Peking University in China with a bachelor’s degree, and obtained a doctor’s degree in physics afterwards from the University of Michigan (Ann Arbor Campus, United States) and MBA from Kellogg School of Business of the Northwestern University in the United States.

Mr. He does not at present, and did not in the three years immediately preceding the Latest Practicable Date, hold any directorship in any other 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, nor did he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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 2020.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2016 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>	Discretionary bonuses <i>(RMB'000)</i>	Contribution to defined contribution retirement plan <i>(RMB'000)</i>	Equity settled share-based payment <i>(RMB'000)</i>	Total remuneration <i>(RMB'000)</i>
Mr. Chen Xin	—	1,262	—	48	—	1,310
Ms. Liu Jinlan	—	1,982	—	48	—	2,030
Mr. He Hui David	—	—	—	—	—	—

The emoluments to be received in 2017 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.

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)

(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 9 June 2017, Friday 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 for the year ended 31 December 2016 and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) thereon.
2. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix their remuneration.
3. To re-elect the retiring Directors.
4. 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:

5. **“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

NOTICE OF ANNUAL GENERAL MEETING

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 number of issued Shares as at the date of this resolution; 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 recognized regulatory body or any stock exchange applicable to the Company).”

- 6. **“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 number of issued Shares as at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**, subject to the passing of resolutions nos. 5 and 6 above, the number of Shares which are bought back by the Company pursuant to and in accordance with resolution no. 6 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. 5 above.”

By order of the Board
Chen Xin
Chairman

Hong Kong, 28 April 2017

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 28 April 2017. 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 6 June 2017 to 9 June 2017 (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 5 June 2017, Monday.
4. With regard to resolution no. 5 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. 5 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.