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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: 623)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The board of directors (the “**Board**”) of SinoMedia Holding Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that on 30 August 2017, the Company granted share options (“**Share Options**”) to subscribe for a maximum of 19,152,000 ordinary shares (“**Share(s)**”) in the Company to certain individuals (“**Grantees**”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 27 May 2008 (“**Post-IPO Scheme**”). Details of the such grant are set out below:

Date of grant	:	30 August 2017
Exercise price of the Share Options granted	:	HK\$1.77 per Share, which represents the higher of (i) the closing price of HK\$1.74 per Share as stated in the daily quotations sheet issued by the Stock Exchange on 30 August 2017 and (ii) the average closing price of HK\$1.77 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five trading days immediately preceding 30 August 2017
Number of Share Options granted	:	19,152,000 to subscribe for a maximum of 19,152,000 Shares
Closing price of Shares on the date of grant	:	HK\$1.74
Exercise periods of the Share Options	:	Subject to the fulfilment of the conditions for exercise of Share Options upon the relevant periods that the relevant Grantee (i) serves a full year of continuous service with the Group; (ii) has passed the performance assessment conducted by the Board from time to time; and (iii) the year on year growth of the Group’s net assets is not less than 5% for any two

consecutive reporting periods (excluding the effect of dividends, share buy-back and any disposal of investment property):

- (1) a maximum of 25% of the Share Options are exercisable commencing from 30 August 2018 to 29 August 2025;
- (2) another 25% of the Share Options are exercisable commencing from 30 August 2019 to 29 August 2025;
- (3) another 25% of the Share Options are exercisable commencing from 30 August 2020 to 29 August 2025; and
- (4) the remaining 25% of the Share Options are exercisable commencing from 30 August 2021 to 29 August 2025.

Where the conditions for exercise of any tranches of Share Options are not fulfilled, the Board has absolute discretion to alter any or all of the conditions for exercise of that tranche of Share Options.

Validity period of Share Options : From date of grant of Share Options to 29 August 2025

Among the Share Options granted above, 3,200,000 Share Options were granted for subscription to Ms. Liu Jinlan, the chief executive officer and an executive director of the Company, 2,000,000 Share Options for subscription were granted to Mr. Li Zongzhou, an executive director of the Company, 300,000 Share Options for subscription were granted to Mr. Qi Daqing, an independent non-executive director of the Company.

The grant of Share Options to the above directors is to provide them with continuous incentives, mainly including the grant of Share Options in the same number which were granted to these directors respectively under the Pre-IPO Share Option Scheme adopted by the Company on 29 June 2007 and Post-IPO Scheme (as the case may be) which have not been exercised and lapsed upon expiration in 2017. Except for the above directors, the grant of Share Options to other grantees is to encourage them to make contributions to the Group's future development.

The grant of the Share Options to the above Grantees who are a director, chief executive or substantial shareholder (within the meaning as ascribed to it under the Listing Rules) of the Company, or any of their respective associates has been approved by all the independent non-executive directors (with the relevant independent non-executive directors abstained from voting in the relevant resolution relating to the grant of Share Options to him) pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Post-IPO Scheme.

Save as disclosed in this announcement, none of the Grantees of the Share Options is a director, a chief executive or a substantial shareholder (within the meaning as ascribed to it under the Listing Rules) of the Company, or any of their respective associate(s) (within the meaning as ascribed to it under the Listing Rules).

On behalf of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 30 August 2017

As at the date of this announcement, the Board comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou as executive directors, and Mr. Qi Daqing, Mr. Lian Yuming, Ms. Wang Xin and Mr. He Hui David as independent non-executive directors.

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