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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 8 June 2018, 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/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 8 June 2018, 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 27 April 2018 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“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)
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“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)
“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

DEFINITIONS

“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2018, 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

27 April 2018

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**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the 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;

LETTER FROM THE BOARD

- (d) the re-election of Directors; and
- (e) the declaration of final dividend.

2. VARIOUS MANDATES

On 9 June 2017, 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 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 513,686,370 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 102,737,274 Shares. 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 513,686,370 fully paid-up Shares 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 51,368,637 Shares. 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.

3. 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 the code on corporate governance 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) Ms. Wang Xin	Independent Non-executive Director

Ms. Wang Xin will only hold office until the conclusion of the AGM even if she is not to retire by rotation. All of them, being eligible, will offer themselves for re-election at the AGM.

Accordingly, if re-elected at the AGM, Mr. Qi Daqing and Ms. Wang Xin will hold office until the conclusion of the annual general meeting of the Company of 2021.

Mr. Qi Daqing has served as an independent non-executive Director for more than 9 years since his first appointment in May 2008. Therefore his further appointment will be subject to a separate resolution to be approved by the Shareholders. Mr. Qi Daqing has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Given Mr. Qi Daqing has been an independent non-executive Director for a number of years, he is very familiar with the business and operation of the Group as well as relevant responsibilities, obligations and requirements of an independent non-executive Director under the Listing Rules. The Company is of the view that Mr. Qi Daqing meets the independence guidelines set out in Rule 3.13 of the Listing Rules notwithstanding his long-term service and is not aware of any matter which may put Mr. Qi's independence in question by virtue of his further appointment as an independent non-executive Director. Having considered the background and experiences of Mr. Qi Daqing, the Board is of the view that Mr. Qi Daqing has the character, integrity, independence and expertise allowing him to discharge his duty as an independent non-executive Director and to give independent competent advice to the Company and it is in the best interests of the Company and the Shareholders as a whole that Mr. Qi Daqing be re-elected as an independent non-executive Director.

If re-elected, all the aforesaid Directors, 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.

LETTER FROM THE BOARD

4. 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/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.

5. 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 20 June 2018, Wednesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 5 June 2018, Tuesday, to 8 June 2018, 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. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 8 June 2018, Friday. 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on 4 June 2018, Monday.

The register of members of the Company will be closed from 15 June 2018, Friday, to 20 June 2018, Wednesday (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. The record date for determining the entitlements of the Shareholders to the proposed final dividend is 20 June 2018, Wednesday. 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on 14 June 2018, Thursday.

7. 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.

8. 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.

LETTER FROM THE BOARD

9. 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.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company was 513,686,370 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 to the date of the AGM, the Directors would be allowed under the Buy-back Mandate to buy-back up to 51,368,637 Shares, representing 10% of the number of issued Shares of the Company 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 a general meeting.

2. 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.

3. FUNDING OF BUY-BACKS

In buying-back 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 amount of capital payment in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the 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 2017, 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.

4. 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 513,686,370 to 462,317,733.

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 261,081,169 Shares (representing approximately 50.83% 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 50.11% 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, Ms. Liu Jinlan and Mr. 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 308,567,821 Shares, representing approximately 60.07% of the total number of issued Shares of the Company as at the Latest Practicable Date.

If, which is not presently contemplated, the Directors exercise in full the power to buy-back Shares under the Buy-back Mandate, the shareholding of Ms. Liu Jinlan and Mr. Chen Xin in aggregate would be increased from 60.07% to 66.74% of the then number of issued Shares of the Company as a result of a decrease in the issued Shares. In the opinion of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back made under the Buy-back Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to buy-back Shares pursuant to the Buy-back Mandate.

The Company 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.

5. SHARE PRICE

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

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2017		
April	1.82	1.70
May	1.72	1.61
June	1.70	1.57
July	1.92	1.60
August	1.89	1.71
September	1.89	1.77
October	2.05	1.85
November	1.91	1.77
December	1.90	1.79
2018		
January	1.90	1.79
February	2.25	1.60
March	2.24	1.98
April (up to the Latest Practicable Date)	2.08	1.96

6. BUY-BACK OF SHARES

The Company bought back an aggregate of 9,774,000 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\$)
09/10/2017	223,000	1.97	1.95	437,580
19/10/2017	478,000	1.89	1.86	898,100
23/10/2017	250,000	1.88	1.86	467,400
31/10/2017	371,000	1.94	1.87	713,110
02/11/2017	102,000	1.84	1.83	187,070
03/11/2017	205,000	1.83	1.80	372,340
07/11/2017	270,000	1.83	1.82	493,020
08/11/2017	370,000	1.82	1.81	671,900
10/11/2017	170,000	1.81	1.80	307,200
14/11/2017	270,000	1.80	1.79	483,890
15/11/2017	305,000	1.80	1.79	548,750
16/11/2017	427,000	1.83	1.79	777,210
17/11/2017	575,000	1.84	1.82	1,053,480

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\$)
20/11/2017	443,000	1.81	1.79	799,000
21/11/2017	616,000	1.83	1.80	1,120,590
22/11/2017	201,000	1.86	1.83	371,870
27/11/2017	290,000	1.82	1.80	525,930
28/11/2017	322,000	1.84	1.81	590,220
29/11/2017	158,000	1.86	1.84	292,940
30/11/2017	300,000	1.86	1.85	557,000
01/12/2017	308,000	1.86	1.85	570,680
04/12/2017	380,000	1.88	1.85	710,390
06/12/2017	900,000	1.86	1.83	1,661,590
07/12/2017	601,000	1.86	1.85	1,114,850
08/12/2017	252,000	1.87	1.86	470,720
19/12/2017	183,000	1.85	1.81	336,220
20/12/2017	120,000	1.86	1.84	222,500
27/12/2017	154,000	1.86	1.85	285,810
19/1/2018	530,000	1.83	1.81	965,570
Total	9,774,000			18,006,930

Saved as disclosed herein, the Company had not bought back any shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. 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 buy-backs 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, aged 50, 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 the Chief Internal Control Officer. He was appointed as an Executive Director in November 2006. Mr. Li is responsible for financial accounting, risk control management, legal affairs and financial contract approval 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 other publicly listed companies.

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

As at the Latest Practicable Date, Mr. Li was interested in options carrying rights to subscribe for 2,900,000 Shares.

2. Mr. Qi Daqing

Mr. Qi Daqing, aged 53, 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., serves as an independent director and the chairman of audit committee of iKang Healthcare Group, Inc., serves as an independent director and a member of audit committee, and remuneration committee of MOMO Inc., serves as an independent director and a member of audit committee of Jutal Offshore Oil Services Limited, serves as an independent director and a member of audit committee, remuneration committee and nomination committee of Yunfeng Financial Group Limited, and serves as an independent director and the chairman of audit committee of RoadShow Holdings 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), iKang Healthcare Group, Inc. (NASDAQ), MOMO Inc. (NASDAQ), Jutal Offshore Oil Services Limited (Hong Kong Stock Exchange), Yunfeng Financial Group Limited (Hong Kong Stock Exchange) and RoadShow Holdings Limited (Hong Kong Stock Exchange).

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

As at the Latest Practicable Date, Mr. Qi was interested in options carrying rights to subscribe for 300,000 Shares. 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.

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 2021.

3. Ms. Wang Xin

Ms. Wang Xin, aged 46, has been appointed as our Independent Non-executive Director in May 2012. Ms. Wang joined Sohu.com Ltd. in 1999 and was the joint president and chief operation officer of Sohu.com Ltd. from 2009 to March 2014. Prior to joining Sohu.com Ltd., Ms. Wang accumulated extensive experience in the field of sales and marketing. She worked in various companies, including Motorola (China) Company Limited where she served as an officer of the marketing and government relations department from 1996 to 1997. Ms. Wang graduated from Beijing Technology and Business University in China in 1992 with a bachelor of arts degree. She obtained a diploma in applied linguistics at the Southeast Asian Ministers of Education Organization Regional Language Centre, Singapore in 1996 and completed the China CEO program jointly offered by Cheung Kong Graduate School of Business, Columbia Business School, International Institute for Management Development and London Business School in 2011.

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

Ms. Wang has entered into a letter of appointment with the Company.

As at the Latest Practicable Date, Ms. Wang was interested in options carrying rights to subscribe for 200,000 Shares. Ms. Wang is not related any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

If re-elected at the AGM, Ms. Wang will continue to hold office until the conclusion of the annual general meeting of the Company to be held in 2021.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2017 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 retirement plan <i>(RMB'000)</i>	Equity settled share-based payment <i>(RMB'000)</i>	Total remuneration <i>(RMB'000)</i>
Mr. Li Zongzhou	—	1,340	720	—	119	2,179
Mr. Qi Daqing	187	—	—	—	18	205
Ms. Wang Xin	168	—	—	—	—	168

The emoluments to be received in 2018 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 Securities and Futures Ordinance and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(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 8 June 2018, 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 and the reports of the directors (the “**Directors**”) and the independent auditors (“**Auditors**”) of the Company for the year ended 31 December 2017.
2. To declare a final dividend of 8.86 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 20 June 2018.
3. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix Auditors’ 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

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 of the Company 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 a 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 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 a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the resolutions nos. 6 and 7 above being passed, 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.”

By order of the Board
Chen Xin
Chairman

Hong Kong, 27 April 2018

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 2018. 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/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 5 June 2018, Tuesday to 8 June 2018, Friday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM will be 8 June 2018, Friday. 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 4 June 2018, Monday.
4. The register of members of the Company will be closed from 15 June 2018, Friday to 20 June 2018, Wednesday (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. The record date for determining the entitlements of the Shareholders to the proposed final dividend will be 20 June 2018, Wednesday. 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 in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 14 June 2018, Thursday.
5. With regard to resolutions no. 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 6 above.

As at the date of this announcement, the Board comprises 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.