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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 DIRECTOR**  
**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**  
**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 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on 9 June 2020, Tuesday, at 3:00 p.m. is set out on pages 21 to 25 of this circular.

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. Depending on the circumstances in light of the outbreak of the coronavirus disease (Covid-19), the meeting may be adjourned as well. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

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.

29 April 2020

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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 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong, on 9 June 2020, Tuesday, 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 29 April 2020 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 total 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

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## DEFINITIONS

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“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 total 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
“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”	15 April 2020, 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 Macao Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“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 Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“%”	per cent

**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)

*Executive Directors:*

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

*Registered office:*

Unit 417, 4th Floor, Lippo Centre, Tower Two  
No. 89 Queensway  
Admiralty, Hong Kong

*Independent Non-executive Directors:*

Mr. Qi Daqing  
Ms. Wang Xin  
Mr. He Hui David  
Ms. Ip Hung

*Principal Places of Business:*

7/F, The Place – SinoMedia Tower  
No. 9 Guanghua Road  
Chaoyang District, Beijing, PRC

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

29 April 2020

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
RE-ELECTION OF DIRECTOR  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE 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;

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## LETTER FROM THE BOARD

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- (c) the granting to the Directors of the General Extension Mandate;
- (d) the re-election of Director;
- (e) the proposed appointment of independent non-executive Directors; and
- (f) the declaration of final dividend.

### 2. VARIOUS MANDATES

On 6 June 2019, 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 (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).

As at the Latest Practicable Date, the number of issued Shares of the Company was 490,712,370 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 98,142,474 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 on market through the Stock Exchange or on another recognised stock exchange not exceeding 10% of the number of issued Shares of the Company as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been

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## LETTER FROM THE BOARD

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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).

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that there were 490,712,370 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 49,071,237 Shares. The Directors may consider conducting buy-back of Shares on market through the Stock Exchange pursuant to the Buy-back Mandate, depending on the market conditions and funding arrangements at the time, and only if such buy-backs will benefit the Company and its Shareholders as a whole.

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.

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 DIRECTOR**

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.



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## LETTER FROM THE BOARD

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Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

<b>Name</b>	<b>Position</b>
(a) Mr. Li Zongzhou	Executive Director
(b) Ms. Wang Xin	Independent Non-executive Director
(c) Mr. He Hui David	Independent Non-executive Director

Mr. He Hui David and Ms. Wang Xin will only hold office until the conclusion of the AGM. Each of Mr. He Hui David and Ms. Wang Xin had notified the Company that each of them would like to devote more time to their other commitments which require more of their dedication, so they will not offer themselves for re-election at the AGM. Each of Mr. He Hui David and Ms. Wang Xin has confirmed that they have no disagreement with the Board and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. Accordingly, Mr. Li Zongzhou, being eligible, will offer himself for re-election at the AGM.

Recommendation to the Board for the proposed re-election of Mr. Li Zongzhou as an executive Director was made by the nomination committee of the Company, having considered the nomination policy of the Company and taking into account a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

If re-elected, Mr. Li Zongzhou, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of his office as Director 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. Mr. Li's particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

#### **4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Pursuant to Articles 108 and 109, the Board proposes the appointment of each of Dr. Zhang Hua and Dr. Tan Henry as an independent non-executive Director. Each of the above proposed appointments is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM. The Board has also resolved to appoint Dr. Zhang Hua as a member of the Audit Committee and the Remuneration Committee, and Dr. Tan Henry as a member of the Nomination Committee, subject to the approval of the Shareholders with respect of the appointment of each of Dr. Zhang

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## LETTER FROM THE BOARD

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Hua and Dr. Tan Henry as an independent non-executive Director. Details of Dr. Zhang Hua and Dr. Tan Henry who are proposed to be appointed as independent non-executive Directors at the AGM are set out in Appendix II to this circular.

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the election of each of Dr. Zhang Hua and Dr. Tan Henry as an independent non-executive Director. In particular, the Nomination Committee has assessed them against the following nomination criteria applicable to independent non-executive Directors:

- (a) willingness and ability to make sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director and the other responsibility of the relevant candidate (such as other directorships held in public companies the securities of which are listed any securities market in Hong Kong or overseas and other major appointments, if any) and the effort and time that may be required by the candidate in fulfilling such role;
- (b) accomplishments of the candidate in his or her field;
- (c) outstanding professional and personal reputation; and
- (d) the candidate's ability to meet the independence criteria for directors established in the Listing Rules (for independent non-executive Directors).

The Nomination Committee has received the written confirmation of independence from each of Dr. Zhang Hua and Dr. Tan Henry based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they are independent in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee is also of the view that Dr. Zhang Hua and Dr. Tan Henry would bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix II to this circular.

The nomination of each of Dr. Zhang Hua and Dr. Tan Henry was made in accordance with the Nomination Policy of the Company and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company. With their strong and diversified educational background and professional experience, the Nomination Committee considers that Dr. Zhang Hua and Dr. Tan Henry can contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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Accordingly, with the recommendation of the Nomination Committee, the Board has proposed each of Dr. Zhang Hua and Dr. Tan Henry to stand for election as a Director at the AGM.

### **5. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 21 to 25 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.

### **6. 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 19 June 2020, Friday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

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## LETTER FROM THE BOARD

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### **7. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 4 June 2020, Thursday, to 9 June 2020, Tuesday (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 9 June 2020, Tuesday. 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 3 June 2020, Wednesday.

The register of members of the Company will be closed from 17 June 2020, Wednesday, to 19 June 2020, Friday (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 19 June 2020, Friday. 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 16 June 2020, Tuesday.

### **8. VOTING BY POLL**

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

### **9. RECOMMENDATION**

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

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## LETTER FROM THE BOARD

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### 10. PRECAUTIONARY MEASURES FOR THE AGM IN VIEW OF THE RECENT CORONAVIRUS EPIDEMIC

In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM:

- (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of AGM. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue; and
- (ii) every person is required to wear facial mask at the venue of the AGM.

Furthermore, the Company will not serve refreshment at the AGM to avoid the coming into close contact amongst the participants. The Company wishes to remind the Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises the Shareholders to attend and vote at the AGM by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

### 11. 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*

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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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 490,712,370 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 49,071,237 Shares, representing 10% of the number of issued Shares of the Company as at the Latest Practicable Date (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), 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.

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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### **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 2019, 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 490,712,370 to 441,641,133.

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## APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

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As at the Latest Practicable Date, for the purpose of Part XV of the SFO, each of Ms. Liu Jinlan, and Tricor 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 262,122,169 Shares (representing approximately 53.42% of the number of issued Shares of the Company as at the Latest Practicable Date); and each of Mr. Chen Xin, and Tricor 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 258,469,165 Shares (representing approximately 52.67% 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 210,982,513 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 309,608,821 Shares, representing approximately 63.09% 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 63.09% to 70.10% 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.



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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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**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\$)
<b>2019</b>		
April	1.84	1.72
May	1.81	1.64
June	1.73	1.50
July	1.57	1.26
August	1.41	1.13
September	1.23	1.14
October	1.37	1.12
November	1.35	1.14
December	1.42	1.24
<b>2020</b>		
January	1.38	1.25
February	1.33	1.21
March	1.27	0.88
April (up to the Latest Practicable Date)	0.97	0.89

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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**6. BUY-BACK OF SHARES**

The Company bought back an aggregate of 2,017,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

<b>Date</b>	<b>No. of Shares Bought-back</b>	<b>Highest price paid per Share (HK\$)</b>	<b>Lowest price paid per Share (HK\$)</b>	<b>Total Amount Paid (HK\$)</b>
1 April 2020	211,000	0.93	0.92	195,120
2 April 2020	209,000	0.94	0.93	195,370
3 April 2020	24,000	0.93	0.93	22,320
7 April 2020	400,000	0.92	0.91	366,700
8 April 2020	238,000	0.92	0.91	217,100
9 April 2020	338,000	0.93	0.91	311,200
14 April 2020	247,000	0.93	0.91	229,120
15 April 2020	350,000	0.94	0.93	327,500
Total	<u>2,017,000</u>			<u>1,864,430</u>

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.

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## APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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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 52, 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 2,000,000 Shares.

### 2.    **Dr. Zhang Hua**

Dr. Zhang, aged 57, is a Professor and the Director of M.Sc. Programme in Finance (Part-time) of the Department of Finance of The Chinese University of Hong Kong. His teaching area is corporate finance and his main research interests are investments, capital markets, corporate finance and fixed income and derivative securities. He was a finance professor in McGill University. Dr. Zhang has been an independent non-executive director of Momentum Financial Holdings Limited (1152.HK) since September 2017, the shares of which are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Dr. Zhang obtained a Bachelor's Degree in Engineering from Tianjin University, and a Master's degree in Business Administration and a Ph.D. degree in Finance from McGill University.

Dr. Zhang does not hold any other positions with the Company and other members of the Company's group.

Subject to approval by the Shareholders at the AGM, Dr. Zhang will enter into a letter of appointment with the Company for a term of three years.

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## APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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Dr. Zhang does not have any relationship with any Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Zhang did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

It is proposed that if Dr. Zhang's appointment is approved by the Shareholders at the AGM, the emolument payable to Mr. Zhang will be HK\$200,000 per year, subject to annual review by the remuneration committee of the Company, and may be reviewed subject to the discretion of the Board.

### **3. Dr. Tan Henry, Bronze Bauhinia Star, Justice of the Peace**

Dr. Tan, aged 66, is an executive director, the Vice Chairman of the Board and the CEO of S.A.I. Leisure Group Company Limited (1832.HK), the shares of which are listed on the Stock Exchange. Dr. Tan has more than 30 years of business experience in the PRC, Hong Kong and the Western Pacific. He is well acquainted with the local market and operating environment, and has established extensive cooperative relations. He began to participate in his family's shipping and trading business in Guam in the early 1970s and expanded it into different industries, such as leisure tourism, retailing, fishing, air transportation, international shipping, logistics, ground and airport services, oil, insurance, medical care, real estate as well as wholesale and distribution of consumer products with sales network across Guam, Saipan, Palau, Micronesia and the Marshall Islands. From March 2004 to February 2017, Dr. Tan was also the CEO and an executive director of Luen Thai Holdings Limited (311.HK), the shares of which are listed on the Stock Exchange, and engaged in clothing manufacturing and logistics.

Dr. Tan is enthusiastic about public benefit and is currently the Chairman of Textile Council of Hong Kong. He is also a member of the Court of Hong Kong Polytechnic University, the Chairman of Advisory Board and a member of the College Council of College of Professional and Continuing Education of Hong Kong Polytechnic University, and an honorary member of the Court of Hong Kong Baptist University. Dr. Tan is currently a Hong Kong deputy to the 13th National People's Congress of the People's Republic of China, an honorary trustee of Peking University, and a director of the board of directors of Huaqiao University. Dr. Tan served as the Chairman of Po Leung Kuk from 2004 to 2005 and was awarded the Bronze Bauhinia Star in November 2005 and appointed as Justice of the Peace in July 2008 by Hong Kong SAR Government. Dr. Tan has been a member of the Hong Kong SAR Election Committee since December 2006 and has been a Permanent Honorary President of The Hong Kong General Chamber of Textiles since 2009. He was also a member of Fujian Provincial Committee of the 9th to 11th Chinese People's Political Consultative Conference.

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## APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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Dr. Tan received his Bachelor's and Master's degrees in Business Administration from University of Guam in December 1975 and May 1980 respectively, and was awarded an Honorary Doctor of Humane Letters Degree from Guam University in May 2013.

Dr. Tan does not hold any other position with the Company and other members of the Company's group.

Subject to election by Shareholders at the AGM, Dr. Tan will enter into a letter of appointment with the Company for a term of three years.

Dr. Tan does not have any relationship with any Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Tan did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

It is proposed that if Dr. Tan's appointment is approved by the Shareholders at the AGM, the emolument payable to Dr. Tan will be HK\$200,000 per year, subject to annual review by the remuneration committee of the Company, and may be reviewed subject to the discretion of the Board.

Save as disclosed above, there is no other information in respect of each Dr. Zhang and Dr. Tan to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the appointment of each of Dr. Zhang and Dr. Tan.

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**APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION**

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**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received for the year ended 31 December 2019 by the above Directors to be re-elected at the AGM are set out in the table below:

Director	Fees (RMB'000)	Salaries, allowances and benefits in kind (RMB'000)	Discretionary bonuses (RMB'000)	Contribution to defined retirement plan (RMB'000)	Equity settled share-based payment (RMB'000)	Total remuneration (RMB'000)
Mr. Li Zongzhou	—	1,334	297	—	195	1,826

The emoluments to be received in 2020 by the above Director 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 Director's qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

**OTHER INFORMATION**

If elected or 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.

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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 Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on 9 June 2020, Tuesday at 3:00 p.m. 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 2019.
2. To declare a final dividend of 2.41 HK cents per ordinary share of the Company (“**Share**”) for the year ended 31 December 2019 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 19 June 2020.
3. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix Auditors’ remuneration.
4.
  - (a) To re-elect Mr. Li Zongzhou as an executive Director.
  - (b) To elect Dr. Zhang Hua as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2023.
  - (c) To elect Dr. Tan Henry as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2023.
5. To authorise the board of Directors to fix the Directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:–

6. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to 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 (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); 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;



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## NOTICE OF ANNUAL GENERAL MEETING

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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 authorise 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 (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); 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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, 29 April 2020

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his 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 29 April 2020. 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 4 June 2020, Thursday to 9 June 2020, Tuesday (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. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 9 June 2020, Tuesday. 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 3 June 2020, Wednesday.
4. The register of members of the Company will be closed from 17 June 2020, Wednesday to 19 June 2020, Friday (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. The record date for determining the entitlements of the Shareholders to the proposed final dividend will be 19 June 2020, Friday. 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 16 June 2020, Tuesday.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.
6. 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.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. Depending on the circumstances in light of the outbreak of the coronavirus disease (Covid-19), the meeting may be adjourned as well. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

8. In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM:
  - (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of AGM. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue; and
  - (ii) every person is required to wear facial mask at the venue of the AGM.

Furthermore, the Company will not serve refreshment at the AGM to avoid the coming into close contact amongst the participants. The Company wishes to remind the Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises the Shareholders to attend and vote at the AGM by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

*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, Ms. Wang Xin, Mr. He Hui David and Ms. Ip Hung as independent non-executive Directors.*