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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 DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of SinoMedia Holding Limited (the “**Company**”) to be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 12 June 2024, Wednesday, at 3:00 p.m. is set out on pages 20 to 24 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. 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.

26 April 2024

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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 United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong, on 12 June 2024, Wednesday, at 3:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 26 April 2024 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
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the laws of Hong Kong
“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)

DEFINITIONS

“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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
“General Mandate”	a general mandate to the Directors to allot and issue 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 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)
“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”	10 April 2024, 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
“Nomination Committee”	the nomination committee of the Company
“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

DEFINITIONS

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

LETTER FROM THE BOARD

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

Ms. Liu Zhiyi

Registered office:

Unit 417, 4th Floor, Lippo Centre, Tower Two

No. 89 Queensway

Admiralty

Hong Kong

Independent Non-executive Directors:

Mr. Qi Daqing

Ms. Ip Hung

Dr. Tan Henry

Dr. Zhang Hua

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 Area

Shanghai, PRC

26 April 2024

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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

2. VARIOUS MANDATES

On 12 June 2023, 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 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).

As at the Latest Practicable Date, the number of issued Shares of the Company was 461,635,370 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 92,327,074 Shares (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

LETTER FROM THE BOARD

total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same). 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 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 461,635,370 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 46,163,537 Shares (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). 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.

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 (the “**Retiring Directors**” and each a “**Retiring Director**”) shall retire from office by rotation or hold office until the AGM (as the case may be).

Name	Position
(a) Ms. Liu Jinlan	Executive Director
(b) Mr. Qi Daqing	Independent Non-executive Director
(c) Dr. Zhang Hua	Independent Non-executive Director

All of them, being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposed re-election of Ms. Liu Jinlan as an executive Director, and each of Mr. Qi Daqing and Dr. Zhang Hua as an independent non-executive Director were made by the Nomination Committee, 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.

As Mr. Qi Daqing has served as an independent non-executive Director for more than nine years since his appointment as an independent non-executive Director in May 2008, pursuant to Code Provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, his further appointment as an independent non-executive Director should be subject to a separate resolution to be approved by the shareholders. A separate resolution will be proposed at the AGM to appoint Mr. Qi Daqing as an independent non-executive Director.

LETTER FROM THE BOARD

Further, 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.

Recommendation of the Nomination Committee on re-election of independent non-executive Directors

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 Retiring Director. In particular, as regards the independent non-executive Directors, 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, including attendance at and active participation in Board and Board committee meetings, which will include considering 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 reviewed the written confirmation of independence of each of Mr. Qi Daqing and Dr. Zhang Hua based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules. In particular, the Nomination Committee noted that Mr. Qi Daqing (i) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director; and (iii) has been providing objective and independent views to the Company during his tenure of office. Based on the above, the Nomination Committee consider that Mr. Qi Daqing remains independent despite his years of service with the Company.

LETTER FROM THE BOARD

In addition, the Nomination Committee has evaluated their performance and considers that each Retiring Director has provided valuable contributions to the Company and has demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that each Retiring Director has brought and would continue to bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix II to this circular. For instance, Mr. Qi Daqing has brought his experience in the field of accounting and financial reporting to the supervision of the Group's financial reporting function.

The nomination of each Retiring Director 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 each Retiring Director can contribute to the diversity of the Board. Further, having considered the factors above, the Nomination Committee is of the view that the continuous appointment of Mr. Qi Daqing, who has been serving the Board for over nine years, as an independent non-executive Director will bring considerable stability to the Board and he will continue to provide valuable advice to the business development of the Group.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed each of Ms. Liu Jinlan, Mr. Qi Daqing and Dr. Zhang Hua to stand for election as a Director at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the proposition of their respective recommendation for re-election by the Shareholders at the AGM.

4. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 20 to 24 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.

LETTER FROM THE BOARD

5. FINAL AND SPECIAL DIVIDENDS

The Board has recommended the declaration of a final dividend of 9.2 HK cents per Share and a special dividend of 7 HK cents per Share 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 21 June 2024, Friday. An ordinary resolution will be proposed at the AGM to declare the final dividend and the special dividend.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 6 June 2024, Thursday, to 12 June 2024, Wednesday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 12 June 2024, Wednesday. 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 5 June 2024, Wednesday.

The register of members of the Company will be closed from 19 June 2024, Wednesday, to 21 June 2024, Friday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend and special 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 and special dividend is 21 June 2024, Friday. In order to qualify for the proposed final dividend and special 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 18 June 2024, Tuesday.

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.

LETTER FROM THE BOARD

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.

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

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

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 461,635,370 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 46,163,537 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.

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.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

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 2023, 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 461,635,370 to 415,471,833.

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 56.78% 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 55.98% 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.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

Accordingly, for the purpose of the Takeovers Code, Ms. Liu Jinlan and Mr. Chen Xin are concert parties and are taken to have interests in a total of 309,608,821 Shares, representing approximately 67.07% 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 67.07% to 74.52% 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\$)
2023		
April	0.88	0.80
May	0.85	0.77
June	0.88	0.74
July	1.02	0.88
August	0.99	0.87
September	0.97	0.88
October	0.96	0.88
November	0.95	0.88
December	0.95	0.82
2024		
January	0.94	0.82
February	0.92	0.85
March	1.10	0.88
April (up to the Latest Practicable Date)	1.08	1.01

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

6. BUY-BACK OF SHARES

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 will 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.

Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

Set out below are details of the Directors who are proposed to be elected or re-elected at the AGM.

1. Ms. Liu Jinlan

Ms. Liu Jinlan, aged 55, has been our executive Director and Chief Executive Officer since she founded the Group in 1999, and is primarily responsible for our strategy development and overall management. Ms. Liu previously worked at CCTV as a producer director in news and features from 1995 to 1998.

Since the founding of SinoMedia, Ms. Liu led the team to develop the core value of creative communication, and achieved outstanding achievements in promoting the development of Chinese brands and media advertising industry: She took the lead in breaking new ground in advertising tourism images of Chinese cities, and helped to develop regional brands such as the “Yiwu Small Commodity City”, “Hospitable Shandong”, “Colorful Guizhou”, “Fresh Fujian” and other regional brands; carried out creative planning and publicity for Ping An, CITIC Group, Tencent Technology, China Feihe, Chimelong, Gani Marble Tiles, Panpan Food and other enterprise brands, designed and realized the combination of multiple special advertisements broadcast on CCTV, and achieved excellent brand effects.

Ms. Liu advanced the professional and standard development of the local advertising industry. In 2006, when she was the vice president of the China Advertising Association of Commerce (中國商務廣告協會), she together with Ogilvy & Mather established the Association of Accredited Advertising Agencies of China (中國4A協會) and served as the chairman for two terms; she was elected the deputy head of the Advertising Artistic Committee of the China Television Artists Association (中國電視藝術家協會廣告藝術委員會) and the vice president of the Media Committee of the China Association of National Advertisers (中國廣告主協會媒體工作委員會) for the first time, and won many honors such as the “Person of the Year” (年度人物獎) and the “Top Ten People in Media Advertising of China” (十大傳媒廣告人物) of the advertising industry of China. Now, she serves as an MBA instructor of the School of Business Administration (經管學院) of Communication University of China and an honorary vice president of the Beijing Documentary Development Association (首都紀錄片發展協會).

Ms. Liu graduated from the Beijing Broadcast Institute (now the Communication University of China) with a certificate in linguistics, and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Ms. Liu is the wife of Mr. Chen Xin, our Chairman and an executive Director, and the mother of Ms. Liu Zhiyi, an executive Director.

Ms. Liu has entered into a service contract with the Company pursuant to which she is not entitled to any director's fees, but she is entitled to salary and discretionary bonus determined with reference to her experience, duties and responsibilities within the Company, the Company's performance and prevailing market condition.

As at the Latest Practicable Date, Ms. Liu was interested in options carrying rights to subscribe for 2,800,000 Shares, and was deemed to be interested in 262,122,169 Shares which were held by three discretionary trusts, namely UME Trust, DFS (No. 2) Trust and CLH Trust, all founded by Ms. Liu. Out of such 262,122,169 Shares, 210,982,513 Shares were held by CLH Trust and Ms. Liu is also a beneficiary of the trust.

2. Mr. Qi Daqing

Mr. Qi Daqing, aged 59, 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 a member of audit committee, and remuneration committee of MOMO Inc., serves as an independent director and a member of audit committee, remuneration committee and nomination committee of Yunfeng Financial Group Limited, serves as an independent director and the chairman of audit committee of Bison Finance Group Limited, and serves as an independent director and the chairman of audit committee of HaiDiLao International Holdings Ltd. 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), MOMO Inc. (NASDAQ), Yunfeng Financial Group Limited (Hong Kong Stock Exchange), Bison Finance Group Limited (Hong Kong Stock Exchange) and HaiDiLao International Holdings Ltd. (Hong Kong Stock Exchange).

Mr. Qi has entered into a letter of appointment with the Company pursuant to which he is entitled to director's fee of HK\$230,000 per annum, subject to review by the remuneration committee of the Company.

Mr. Qi does not hold any other position with the Company and other members of the Group.

Mr. Qi 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, Mr. Qi was interested in options carrying rights to subscribe for 300,000 Shares.

3. Dr. Zhang Hua

Dr. Zhang Hua, aged 61, was appointed as our independent non-executive Director in June 2020. Dr. Zhang is a professor in the Department of Finance and the Director of M.Sc. Programme in Finance (Part-time) in The Chinese University of Hong Kong. Dr. Zhang has extensive experience in executive training. His main research interests are in investments, capital markets, corporate finance and fixed income and derivative securities. Dr. Zhang served as an independent non-executive director of Momentum Financial Holdings Limited (1152.HK) from September 2017 to June 2020. Dr. Zhang obtained a bachelor degree in engineering from Tianjin University, and a master degree in business administration and a Ph.D. degree in Finance from McGill University.

Dr. Zhang does not hold any other position with the Company and other members of the Group.

Dr. Zhang has entered into a letter of appointment with the Company pursuant to which he is entitled to director's fee of HK\$200,000 per annum, subject to review by the remuneration committee of the Company.

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).

Save as disclosed above, there is no other information in respect of each of Ms. Liu Jinlan, Mr. Qi Daqing and Dr. Zhang Hua 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 Ms. Liu Jinlan, Mr. Qi Daqing and Dr. Zhang Hua.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2023 by each of 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)	Total remuneration (RMB'000)
Ms. Liu Jinlan	—	1,035	500	57	1,592
Mr. Qi Daqing	207	—	—	—	207
Dr. Zhang Hua	180	—	—	—	180

The emoluments to be received in 2024 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 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.

NOTICE OF ANNUAL GENERAL MEETING

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 12 June 2024, Wednesday at United Conference Centre, 10th Floor, United Centre, 95 Queensway, 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 2023.
2. (a) To declare a final dividend of 9.2 HK cents per ordinary share of the Company (“**Share**”) for the year ended 31 December 2023 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 21 June 2024.

(b) To declare a special dividend of 7 HK cents per Share for the year ended 31 December 2023 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 21 June 2024.
3. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix Auditors’ remuneration.
4. (a) To re-elect Ms. Liu Jinlan as an executive Director.

(b) To re-elect Mr. Qi Daqing (who has served more than nine years) as an independent non-executive Director.

(c) To re-elect Dr. Zhang Hua as an independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL 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 (as hereinafter defined);
 - (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.”

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, 26 April 2024

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 26 April 2024. 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 6 June 2024, Thursday to 12 June 2024, Wednesday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 12 June 2024, Wednesday. 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 5 June 2024, Wednesday.
4. The register of members of the Company will be closed from 19 June 2024, Wednesday to 21 June 2024, Friday (both dates inclusive), for the purposes of determining the entitlements of members of the Company to the proposed final dividend and special 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 and special dividend will be 21 June 2024, 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 18 June 2024, Tuesday.
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

NOTICE OF ANNUAL GENERAL MEETING

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. 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.

As at the date of this notice, the board of Directors of the Company comprises Mr. Chen Xin, Ms. Liu Jinlan, Mr. Li Zongzhou and Ms. Liu Zhiyi as executive directors, and Mr. Qi Daqing, Ms. Ip Hung, Dr. Tan Henry and Dr. Zhang Hua as independent non-executive directors.