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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
RETIREMENT AND RE-ELECTION OF DIRECTORS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of SinoMedia Holding Limited (the “**Company**”) to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 6 June 2019, Thursday, at 3:00 p.m.. is set out on pages 19 to 23 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

26 April 2019

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — EXPLANATORY STATEMENT ON BUY-BACK OF SHARES ..	10
APPENDIX II — DETAILS OF DIRECTORS STANDING FOR RE-ELECTION AND PROPOSED TO BE APPOINTED	15
NOTICE OF ANNUAL GENERAL MEETING	19

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 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on 6 June 2019, Thursday, 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 2019 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

DEFINITIONS

“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”	8 April 2019, 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”	Reminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“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 and Share Buy-backs published by the Securities and Futures Commission of Hong Kong
“%”	per cent

SinoMedia[®]

SINOMEDIA HOLDING LIMITED

中視金橋國際傳媒控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00623)

Executive Directors:

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

Registered office:

Unit 402, 4th Floor, Fairmont House
No. 8 Cotton Tree Drive
Admiralty, Hong Kong

Independent Non-executive Directors:

Mr. Qi Daqing
Mr. Lian Yuming
Ms. Wang Xin
Mr. He Hui David

Principal Places of Business:

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

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

26 April 2019

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RETIREMENT AND RE-ELECTION OF DIRECTORS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Buy-back Mandate;
- (c) the granting to the Directors of the General Extension Mandate;

LETTER FROM THE BOARD

- (d) the retirement and re-election of Directors;
- (e) the proposed appointment of an independent non-executive Director; and
- (f) the declaration of final dividend.

2. VARIOUS MANDATES

On 8 June 2018, resolutions for the General Mandate, Buy-back Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

(a) GENERAL MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the number of issued Shares of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the number of issued Shares of the Company was 496,613,370 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 99,322,674 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 the passing of the proposed resolution granting the Buy-back Mandate and on the basis that there were 496,613,370 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

LETTER FROM THE BOARD

back a maximum of 49,661,337 Shares. There is no present intention for any buy-back of Shares on market through the Stock Exchange or on another recognised stock exchange pursuant to the Buy-back Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) GENERAL EXTENSION MANDATE

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Buy-back Mandate referred to above, to add to the General Mandate any Shares bought back pursuant to the Buy-back Mandate.

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. RETIREMENT AND RE-ELECTION OF DIRECTORS

In accordance with Article 105 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

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

Name	Position
(a) Mr. Chen Xin	Executive Director
(b) Ms. Liu Jinlan	Executive Director
(c) Mr. Lian Yuming	Independent Non-executive Director

LETTER FROM THE BOARD

Mr. Lian Yuming will only hold office until the conclusion of the AGM. Mr. Lian Yuming had notified the Company that he would like to devote more time to his other commitments which require more of his dedication, so he will not offer himself for re-election at the AGM. Mr. Lian confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders. Accordingly, Mr. Chen Xin and Ms. Liu Jinlan, being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposed re-election of each of Mr. Chen Xin and Ms. Liu Jinlan as an executive Director were 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.

Further, if re-elected, Mr. Chen Xin and Ms. Liu Jinlan, 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.

4. PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to Article 109, the Board proposes the appointment of Ms. Ip Hung as an independent non-executive Director. The above proposed appointment is subject to the approval of the shareholders of the Company by way of ordinary resolution no. 5 at the AGM.

Details of Ms. Ip who is proposed to be appointed as an independent non-executive Director at the AGM are set out in Appendix II to this circular.

The nomination of Ms. Ip was made in accordance with the Nomination Policy 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.

The Nomination Committee is of the view that Ms. Ip could bring to the Board her own perspective, skills and experience, as further described in her biography in Appendix II to this circular. With her education background and professional experience, including her in-depth knowledge in investment banking and connections in relevant industries, the Nomination Committee considers that Ms. Ip can contribute to the diversity of the Board.

LETTER FROM THE BOARD

The Nomination Committee has also reviewed the written confirmation of independence of Ms. Ip and is satisfied as to Ms. Ip's independence in accordance with the independence criteria as set out in Rule 3.13 of the Listing Rules.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Ms. Ip be appointed as an independent non-executive Director at the AGM.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 23 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 18 June 2019, Tuesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 31 May 2019, Friday, to 6 June 2019, Thursday (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 6 June 2019, Thursday. 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 30 May 2019, Thursday.

LETTER FROM THE BOARD

The register of members of the Company will be closed from 14 June 2019, Friday, to 18 June 2019, Tuesday (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 18 June 2019, Tuesday. 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 13 June 2019, Thursday.

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.

10. 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 496,613,370 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 49,661,337 Shares, representing 10% of the number of issued Shares of the Company as at the Latest Practicable Date, during the period from the date of resolution granting the Buy-back Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to buy back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such buy-backs will benefit the Company and its Shareholders as a whole.

3. FUNDING OF BUY-BACKS

In buying-back Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Articles and the Companies Ordinance.

The Companies Ordinance provides that the amount of capital payment in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

On the basis of the combined net tangible assets of the Group as at 31 December 2018, 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 496,613,370 to 446,952,033.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, each of Ms. Liu Jinlan and Equity Trustee Limited as the trustee of UME Trust, DFS (No. 2) Trust and CLH Trust, is taken to be have an interest in the same block of 261,081,169 Shares (representing approximately 52.57% of the number of issued Shares of the Company as at the Latest Practicable Date); and each of Mr. Chen Xin and Equity Trustee Limited as the trustee of MHS Trust, DFS (No. 1) Trust and CLH Trust, is taken to be have an interest in the same block of 257,428,165 Shares (representing approximately 51.84% of the number of issued Shares of the Company as at the Latest Practicable Date). While Ms. Liu Jinlan is the founder of UME Trust, DFS (No. 2) Trust and CLH Trust and Mr. Chen Xin is the founder of MHS Trust, DFS (No. 1) Trust and CLH Trust, Ms. Liu Jinlan and Mr. Chen Xin are the only beneficiaries of the CLH Trust which asset comprises 209,941,513 Shares held through CLH Holding Limited and its wholly owned subsidiaries.

Accordingly, for the purpose of the Takeovers Code, Ms. Liu Jinlan and Mr. Chen Xin are concert parties and are taken to have interests in a total of 308,567,821 Shares, representing approximately 62.13% of the total number of issued Shares of the Company as at the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

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 approximately 62.13% to approximately 69.04% 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\$)
2018		
April	2.15	1.96
May	2.15	2.06
June	2.25	1.90
July	2.04	1.88
August	2.00	1.79
September	1.95	1.83
October	1.87	1.71
November	1.80	1.70
December	1.86	1.65
2019		
January	1.74	1.62
February	1.85	1.63
March	1.85	1.71
April (up to the Latest Practicable Date)	1.76	1.72

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

6. BUY-BACK OF SHARES

The Company bought back an aggregate of 8,234,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date (dd/mm/yyyy)	No. of Shares Bought-back	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Total Amount Paid (HK\$)
08/10/2018	250,000	1.84	1.80	456,460
10/10/2018	280,000	1.82	1.81	508,540
11/10/2018	740,000	1.80	1.74	1,303,700
12/10/2018	426,000	1.80	1.76	757,020
15/10/2018	1,238,000	1.80	1.77	2,217,590
16/10/2018	559,000	1.80	1.79	1,003,610
25/10/2018	236,000	1.76	1.74	414,450
29/10/2018	93,000	1.74	1.72	160,650
30/10/2018	200,000	1.75	1.74	349,910
02/11/2018	330,000	1.76	1.73	575,340
07/11/2018	173,000	1.76	1.74	303,830
09/11/2018	275,000	1.76	1.73	483,930
13/11/2018	230,000	1.76	1.74	403,540
15/11/2018	238,000	1.76	1.74	416,970
21/11/2018	288,000	1.74	1.74	501,120
26/11/2018	268,000	1.75	1.74	467,310
04/12/2018	159,000	1.80	1.79	285,510
07/12/2018	329,000	1.80	1.76	587,620
11/12/2018	173,000	1.79	1.78	309,250
28/03/2019	800,000	1.79	1.74	1,412,560
29/03/2019	200,000	1.75	1.71	346,100
02/04/2019	269,000	1.75	1.72	468,960
03/04/2019	300,000	1.75	1.73	523,880
04/04/2019	180,000	1.75	1.74	314,730
Total	8,234,000			14,572,580

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.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Buy-back Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

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

1. Mr. Chen Xin

Mr. Chen Xin, aged 52, has been our Executive Director since November 2006. He was appointed as our Chairman in December 2007. He is primarily responsible for the strategic development, financial planning and investment management of the Group. Mr. Chen has thirty years of experience in the media industry. He obtained the title of senior reporter in journalism in 1999. From 1988 to 2004, he was a reporter for the central news compilation room of the overseas service department and the Australian branch of Xinhua News Agency, respectively, and also a director of central news compilation room and a director of news distribution office of the overseas service department of Xinhua News Agency successively. Mr. Chen received his bachelor of science degree in biology and genetics from Fudan University in 1986, completed a master's course in international news from Fudan University in 1988 and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Mr. Chen is the husband of Ms. Liu Jinlan, our Chief Executive Officer and an Executive Director.

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

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

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

2. Ms. Liu Jinlan

Ms. Liu Jinlan, aged 50, has been our Chief Executive Officer since she founded the Group in 1999. She has served as an Executive Director since 24 October 2001. She is primarily responsible for the overall management of business operation and client development. Ms. Liu previously worked at CCTV from 1995 to 1998.

Since she founded our Group, Ms. Liu was instrumental in designing and executing advertising campaigns which have influenced the TV media industry, for which she was jointly recognized as one of the "Top Ten Female Advertising Professionals of China" by CCTV, Advertising School of the Communication University of China, Advertising Guidance and "Business" magazine in 2006. She was elected chairman of The Association of Accredited

Advertising Agencies of China in January 2008, and jointly recognised as one of the “2008 Top Ten People in Media Advertising of China” by School of Journalism and Communication of Renmin University of China, Journalism School of Fudan University and other institutions in December 2008. In 2009, in a celebration marking the 60th anniversary of founding of New China, she was jointly recognised as the “2009 Outstanding Woman of China’s Advertising Industry” by China Advertising Association of Commerce, Beijing Advertising Association, “21st Century Advertising Magazine”, and the organizing committee of the 21st AD International Summit. She was also elected a vice-chairman of the first Media Committee of China Association of National Advertisers in December 2009. She was jointly recognized for two successive years as one of the 2009/2010 and 2010/2011 “Top Ten influential Female Advertising Professionals of China” by “Advertising Guidance” magazine and MBA School of the Communication University of China in September 2010 and April 2011 respectively. She was elected as the deputy head of Advertising Artistic Committee of China Television Artists Association in March 2012. She was elected a vice president of Beijing Chaoyang District Association of Women Entrepreneurs in July 2012. She also served as a supervisor of MBA of Year 2012 of Cheung Kong Graduate School of Business in November 2012. She was recognized as “Person of the Year” by The Association of Accredited Advertising Agencies of China in October 2013. In March 2014, she was recognized as one of the 2013/2014 “Top Ten Female Advertising Managers of China” by “Advertising Guidance” magazine. As a renowned adperson with a 20-year successful advertising career in China, she has been working as the chairman of The Association of Accredited Advertising Agencies of China for four years, and has become one of the fifteen members of the selection committee of China Advertising Hall of Fame, which is jointly created by China Advertising Association of Commerce, the Advertising Museum of China and the National Advertising Research Institute. In January 2017, she was recognised as the “Expert of Think Tank of China Advertising Industry” by China Advertising Association of Commerce. In July 2017, she was recognized as the “Contemporary China Outstanding ADMAN” by Chinese Organizing Committee of ADMEN International Award.

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

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

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

As at the Latest Practicable Date, Ms. Liu was interested in options carrying rights to subscribe for 2,800,000 Shares, and was deemed to be interested in 261,081,169 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 261,081,169 Shares, 209,941,513 Shares were held by CLH Trust and Ms. Liu is also a beneficiary of the trust.

3. Ms. Ip Hung

Ms. Ip Hung, aged 49, worked in SBI E2 Capital Group from June 2000 to October 2008 and was the head of equity before leaving office. Ms. Ip was the chief executive of Oriental Patron Securities Limited from April 2009 to November 2016 and has been an investment committee member of the Oriental Patron Financial Group during the period. Prior to working in the finance industry, she was a financial reporter of Hong Kong Economic Journal. Ms. Ip is currently a director of Oriental Patron Securities Limited and the founding vice chairman of Hong Kong Youth Symphonic Orchestra Charity Limited. She obtained a bachelor degree in communication from Hong Kong Baptist University in 1992, and a master degree in humanities from Warwick University in 2002.

Ms. Ip does not held any positions with the Company and other members of the Company's group.

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

Ms. Ip does not have any relationship with any Director, senior management, or substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Ip does 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 Ms. Ip's appointment is approved by the Shareholders at the AGM, Ms. Ip will be entitled to an annual director's fee of HKD200,000, and may be reviewed subject to the discretion of the Board.

APPENDIX II**DETAILS OF DIRECTORS STANDING FOR
RE-ELECTION AND PROPOSED TO BE APPOINTED**

DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2018 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (RMB'000)	Salaries, allowances and benefits in kind (RMB'000)	Discretionary bonuses (RMB'000)	Contribution to defined contribution plan (RMB'000)	Equity settled share-based payment (RMB'000)	Total remuneration (RMB'000)
Mr. Chen Xin	—	1,183	198	126	—	1,507
Ms. Liu Jinlan	—	1,696	378	131	432	2,637

The emoluments to be received in 2019 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

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 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 6 June 2019, Thursday at 3:00 p.m., Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements for the year ended 31 December 2018 of the Company and the reports of the directors (the “**Directors**”) and the independent auditors (“**Auditors**”) thereon.
2. To declare a final dividend of 7.71 HK cents per ordinary share of the Company for the year ended 31 December 2018 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 18 June 2019.
3. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix Auditors’ remuneration.
4. To re-elect the retiring Directors who offer themselves for re-election.
5. To elect Ms. Ip Hung as an independent non-executive Director.
6. 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:

7. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the number of issued Shares of the Company as at the date of this resolution; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to

NOTICE OF ANNUAL GENERAL MEETING

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).”

8. “**THAT** there be granted to the Directors an unconditional general mandate to buy back Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange, and that the exercise by the Directors of all powers of the Company to buy back Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorize the Directors to procure the Company to buy back Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange at such price as the Directors may at their discretion determine;
 - (c) the Shares to be bought back by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the number of issued Shares as at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon the resolutions nos. 7 and 8 above being passed, the number of Shares which are bought back by the Company pursuant to and in accordance with resolution no. 8 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. 7 above.”

By order of the Board

Chen Xin

Chairman

Hong Kong, 26 April 2019

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 26 April 2019. 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 31 May 2019, Friday to 6 June 2019, Thursday (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 6 June 2019, Thursday. 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 30 May 2019, Thursday.
4. The register of members of the Company will be closed from 14 June 2019, Friday to 18 June 2019, Tuesday (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 18 June 2019, 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 13 June 2019, Thursday.

NOTICE OF ANNUAL GENERAL MEETING

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/she 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. 7 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. 7 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 announcement, the Board comprises Mr. Chen Xin, Ms. Liu Jinlan and Mr. Li Zongzhou as executive Directors, and Mr. Qi Daqing, Mr. Lian Yuming, Ms. Wang Xin and Mr. He Hui David as independent non-executive Directors.