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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)

**(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING
HELD ON 9 JUNE 2020**
**(2) RETIREMENT AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS**
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces the results of the poll taken at the AGM.

The board of directors (the “**Board**”) of SinoMedia Holding Limited (the “**Company**”) announces that the proposed resolutions Nos. 1 to 8 (the “**Resolution(s)**”) as set out in the AGM Notice dated 29 April 2020 were duly passed by the Shareholders by way of poll at the AGM held on 9 June 2020. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 April 2020 (the “**Circular**”). The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1	To receive and adopt the audited consolidated financial statements and the reports of the directors (the “ Directors ”) and the independent auditors (the “ Auditors ”) of the Company for the year ended 31 December 2019.	362,259,366 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
2	To declare a final dividend of 2.41 HK cents per ordinary share of the Company for the year ended 31 December 2019 to be paid out of the distributable profits to the shareholders of the Company whose names appear on the register of members of the Company on 19 June 2020.	362,497,366 (100.00%)	0 (0.00%)
3	To re-appoint Messrs. KPMG as the Auditors and to authorise the Board to fix the Auditors' remuneration.	362,497,366 (100.00%)	0 (0.00%)
4(a)	To re-elect Mr. Li Zongzhou as an executive Director.	362,374,366 (99.97%)	123,000 (0.03%)
4(b)	To elect Dr. Zhang Hua as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2023.	362,497,366 (100.00%)	0 (0.00%)
4(c)	To elect Dr. Tan Henry as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2023.	362,497,366 (100.00%)	0 (0.00%)
5	To authorise the board of Directors to fix the Directors' remuneration.	362,497,366 (100.00%)	0 (0.00%)
6	To grant the general mandate (the " General Mandate ") to the Directors to issue or otherwise deal with unissued Shares as set out in item 6 of the Notice.	309,731,966 (85.44%)	52,765,400 (14.56%)
7	To grant the buy-back mandate (the " Buy-back Mandate ") to the Directors to buy back the Shares as set out in item 7 of the Notice.	362,497,366 (100.00%)	0 (0.00%)
8	To approve the addition to the General Mandate of the number of Shares bought back by the Company under the prevailing Buy-back Mandate as set out in item 8 of the Notice.	312,355,966 (86.17%)	50,141,400 (13.83%)

(Note: The full text of the Resolutions were set out in the AGM Notice.)

As at the date of the AGM, the total number of issued Shares was 487,233,370, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions No. 1 to 8 at the AGM. There was no restriction on any Shareholders to cast votes on any of the Resolutions at the AGM and no parties had stated their intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

As more than 50% of the votes cast by the Shareholders who were entitled to vote and voted at the AGM were in favour of each of the Resolutions, each of Resolutions No. 1 to 8 was duly passed as an ordinary resolution.

The share registrar of the Company, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer of the vote-taking at the AGM.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated 22 April 2020 and the Circular.

The Board announces that Mr. He Hui David (“**Mr. He**”) and Ms. Wang Xin (“**Ms. Wang**”) retired as independent non-executive Directors with effect from the conclusion of the AGM.

As indicated above, Resolutions Number 4(b) and 4(c) relating to the election of Dr. Zhang Hua (“**Dr. Zhang**”) and Dr. Tan Henry (“**Dr. Tan**”) as independent non-executive Directors were passed as ordinary resolutions, the appointment of Dr. Zhang and Dr. Tan as independent non-executive Directors took effect from the conclusion of the AGM.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the retirement of Mr. He and Ms. Wang and election of Dr. Zhang and Dr. Tan as independent non-executive Directors, the following changes in composition of the Board committees of the Company took effect from the conclusion of the AGM:

- (1) Ms. Wang ceased to be the chairman of the remuneration committee (“**Remuneration Committee**”) of the Company and a member of each of the audit committee (“**Audit Committee**”) and nomination committee (“**Nomination Committee**”) of the Company;
- (2) Mr. Qi Daqing, independent non-executive Director, will be appointed as a member of the Nomination Committee;

- (3) Ms. Ip Hung, independent non-executive Director, will be appointed as the chairman of the Remuneration Committee and cease to be a member of the Nomination Committee;
- (4) Dr. Zhang will be appointed as member of the Remuneration Committee and the Audit Committee; and
- (5) Dr. Tan will be appointed as a member of the Nomination Committee.

By order of the Board
SinoMedia Holding Limited
Chen Xin
Chairman

Hong Kong, 9 June 2020

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