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**SinoMedia<sup>®</sup>**

**SINOMEDIA HOLDING LIMITED**

**中視金橋國際傳媒控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00623)**

**DISCLOSEABLE TRANSACTIONS —**

**(1) CORNERSTONE INVESTMENT IN**

**SHENZHEN XUNCE**

**(2) DISCRETIONARY INVESTMENT MANAGEMENT AGREEMENT**

**THE CORNERSTONE INVESTMENT AGREEMENT**

On 17 December 2025, the Company, as investor, entered into the Cornerstone Investment Agreement with Shenzhen Xunce, the Sole Sponsor and the Overall Coordinators, pursuant to which the Company agreed to subscribe for the Investor Shares at the Offer Price.

The Cornerstone Investment Amount is US\$10,000,000, exclusive of Brokerage and Levies in respect of the Investor Shares.

**THE DISCRETIONARY INVESTMENT MANAGEMENT AGREEMENT**

On 17 December 2025, the Company entered into the Discretionary Investment Management Agreement with Orient Asset Management pursuant to which the Company agreed to appoint Orient Asset Management as manager to provide the Service.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Cornerstone Investment exceeds 5% but is less than 25%, the Cornerstone Investment Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Investment Amount and Service Fee exceeds 5% but is less than 25%, the Discretionary Investment Management Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**As completion of the Cornerstone Investment is subject to the satisfaction or waiver (as the case may be) of the Conditions which may or may not be satisfied or waived (as the case may be), Shareholders and potential investors in the Company are advised to exercise caution when dealing in the Shares.**

## **(1) THE CORNERSTONE INVESTMENT AGREEMENT**

On 17 December 2025, the Company, as investor, entered into the Cornerstone Investment Agreement with Shenzhen Xunce, the Sole Sponsor and the Overall Coordinators, pursuant to which the Company agreed to subscribe for the Investor Shares at the Offer Price.

The principal terms of the Cornerstone Investment Agreement are summarised as follows:

### **Date**

17 December 2025

### **Parties**

- (1) The Company, as investor;
- (2) Shenzhen Xunce, as issuer;
- (3) Guotai Junan Capital Limited, as sole sponsor;
- (4) GTJA Securities, as overall coordinator;
- (5) DB, as overall coordinator; and
- (6) Futu, as overall coordinator.

## **The Cornerstone Investment**

Subject to the terms and conditions of the Cornerstone Investment Agreement, the Company has agreed to subscribe for, and Shenzhen Xunce has agreed to issue, allot and place and the Overall Coordinators will allocate and/or deliver (as the case may be) or cause to be allocated and/or delivered (as the case may be) to the Company, the Investor Shares at the Offer Price under and as part of the International Offering and through the Overall Coordinators and/or their affiliates in their capacities as international representatives of the international underwriters of the relevant portion of the International Offering. The Cornerstone Investment Amount is US\$10,000,000, exclusive of Brokerage and Levies in respect of the Investor Shares.

The Company will be allocated the Investor Shares, which will be equal to the Hong Kong dollar equivalent of US\$10,000,000 (calculated using the closing Hong Kong dollar: US\$ exchange rate quoted in the Prospectus) (exclusive of Brokerages and Levies which the Company will pay in respect of the Investor Shares) divided by the Offer Price, rounded down to the nearest whole board lot of 100 H Shares. The number of Investor Shares might be affected by the re-allocation of H Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering and the allocation of Investor Shares shall be determined by the Sole Sponsor, the Overall Coordinators and Shenzhen Xunce in their sole and absolute discretion.

Shenzhen Xunce has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, among other things, the Investor Shares.

The Company will fund the Cornerstone Investment Amount from its internal resources.

## **Condition Precedent**

The obligation of the Company to subscribe for, and the obligation of Shenzhen Xunce and the Overall Coordinators to issue, allot, place, allocate and/or deliver (as the case may be) or cause to issue, allot, place, allocate and/or deliver (as the case may be), the Investor Shares are conditional only upon the following conditions having been satisfied or jointly waived by the parties to the Cornerstone Investment Agreement (except that the conditions (a) to (d) cannot be waived, and condition (e) can only be jointly waived by Shenzhen Xunce, the Sole Sponsor and the Overall Coordinators) at or prior to the closing:

- (a) the underwriting agreements for the Hong Kong Public Offering and the International Offering being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later

than the time and date as specified in these underwriting agreements, and neither of the aforesaid underwriting agreements having been terminated;

- (b) the Offer Price having been agreed upon between Shenzhen Xunce and the Overall Coordinators (for themselves and on behalf of the underwriters of the Global Offering);
- (c) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the H Shares (including the Investor Shares as well as other applicable waivers and approvals) and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the H Shares on the Main Board of the Stock Exchange;
- (d) no Laws (as defined in the Cornerstone Investment Agreement) shall have been enacted or promulgated by any Governmental Authority (as defined in the Cornerstone Investment Agreement) which prohibits the consummation of the transactions contemplated in the Global Offering or in the Cornerstone Investment Agreement and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (e) the respective representations, warranties, acknowledgements, undertakings and confirmations of the Company under the Cornerstone Investment Agreement are (as of the date of the Cornerstone Investment Agreement) and will be (as of the Listing Date and the Delayed Delivery Date) accurate, true and complete in all material respects and not misleading or deceptive and that there is no material breach of the Cornerstone Investment Agreement on the part of the Company.

If any of the above conditions has not been fulfilled or jointly waived by the parties to the Cornerstone Investment Agreement (except that the conditions (a) to (d) cannot be waived, and condition (e) can only be jointly waived by Shenzhen Xunce, the Sole Sponsor and the Overall Coordinators) on or before the date that is one hundred and eighty (180) days after the date of the Cornerstone Investment Agreement (or such other date as may be agreed in writing among the parties), the obligation of the Company to purchase, and the obligations of Shenzhen Xunce and the Overall Coordinators to issue, allot, place, allocate and/or deliver (as the case may be) or cause to issue, allot, place, allocate and/or deliver (as the case may be), the Investor Shares shall cease and any amount paid by the Company under the Cornerstone Investment Agreement to any other party will be repaid to the Company by such other party without interest as soon as commercially practicable and in any event no later than 30 days from the date of termination of the Cornerstone Investment Agreement, and

the Cornerstone Investment Agreement will terminate and be of no effect and all obligations and liabilities on the part of Shenzhen Xunce, the Sole Sponsor and/or the Overall Coordinators shall cease and terminate provided that such termination of the Cornerstone Investment Agreement shall be without prejudice to the accrued rights or liabilities at or before such termination.

## **Closing**

The Investor Shares will be subscribed for contemporaneously with the closing of the International Offering or on the Delayed Delivery Date, at such time and in such manner as shall be determined by Shenzhen Xunce and the Overall Coordinators. The Company shall make full payment of the Cornerstone Investment Amount, together with the related Brokerage and Levies on the Listing Date subject to the terms and conditions of the Cornerstone Investment Agreement.

## **Restrictions on Disposal**

The Company, for itself and on behalf of its wholly-owned subsidiary (where the Investor Shares are to be held by such wholly-owned subsidiary, if any) has agreed that without the prior written consent of each of Shenzhen Xunce, the Sole Sponsor and the Overall Coordinators, the Company will not, and will cause its affiliates not to, whether directly or indirectly, at any time during the period commencing from (and inclusive of) the Listing Date and ending on (and inclusive of) the date falling six(6) months after the Listing Date (the “**Lock-up Period**”), directly or indirectly, (i) dispose of, in any way, any Investor Shares or any interest in any company or entity holding any Investor Shares, including any security that is convertible, exchangeable, exercisable or represents a right to receive the above securities, or agrees, enters into an agreement or publicly announces an intention to enter into such a transaction; (ii) allow itself to undergo a change of control (as defined in the Takeovers Code) at the level of its ultimate beneficial owner; (iii) enter into any transactions directly or indirectly with the same economic effect as any aforesaid transaction; or (iv) agree or contract to, or publicly announce an intention to, enter into any of the foregoing transactions described in (i), (ii) and (iii) above.

## **INFORMATION OF SHENZHEN XUNCE**

Shenzhen Xunce and its subsidiaries are principally engaged in providing real-time data infrastructure and analytics solutions, which encompass both data infrastructure and data analytics to industry-wide enterprises, with a strategic focus on asset manager.

Set out below are certain audited consolidated financial information of Shenzhen Xunce for the financial years ended 31 December 2023 and 2024, and for the six months ended 30 June 2025 based on information publicly available:

	<b>For the year ended 31 December 2023 <i>RMB'000</i></b>	<b>For the year ended 31 December 2024 <i>RMB'000</i></b>	<b>For the six months ended 30 June 2025 <i>RMB'000</i></b>
Loss before income tax	63,555	97,708	107,998
Loss for the year	63,391	97,845	107,998
	<b>As at 31 December 2023 <i>RMB'000</i></b>	<b>As at 31 December 2024 <i>RMB'000</i></b>	<b>As at 30 June 2025 <i>RMB'000</i></b>
Total assets	2,048,893	1,832,362	1,761,179
Net assets	1,767,429	1,649,362	1,543,485

## **INFORMATION OF THE OTHER PARTIES TO THE CORNERSTONE INVESTMENT AGREEMENT**

The Sole Sponsor is a registered institution licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO based on information publicly available.

GTJA Securities is a registered institution licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts) and Type 4 (advising on securities) regulated activities under the SFO based on information publicly available.

DB is a registered institution licensed by the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO based on information publicly available.

Futu is a registered institution licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO based on information publicly available.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Shenzhen Xunce, the Sole Sponsor, the Overall Coordinators and their respective ultimate beneficial owners are third parties independent of and not connected with the Company or its connected persons.

## **(2) THE DISCRETIONARY INVESTMENT MANAGEMENT AGREEMENT**

On 17 December 2025, the Company entered into the Discretionary Investment Management Agreement with Orient Asset Management pursuant to which the Company agreed to appoint Orient Asset Management as manager to provide the Service.

The principal terms of the Discretionary Investment Management Agreement are summarised as follows:

### **Date**

17 December 2025

### **Parties:**

- 1) The Company; and
- 2) Orient Asset Management (as manager).

### **The Service**

Subject to the terms and conditions of the Discretionary Investment Management Agreement, Orient Asset Management shall have full and absolute discretionary power to invest, realise and carry out such Portfolio, make such changes to the Portfolio, without limitation, and do or omit to do such other act or thing which Orient Asset Management shall in its absolute discretion consider desirable for achieving the investment objectives stated in the Discretionary Investment Management Agreement and the specific instructions of the Company ("**Service**").

### **The Investment Amount**

The investment amount made by the Company to the Discretionary Account at the date of the Discretionary Investment Management Agreement is US\$10,000,000 ("**Investment Amount**").



## **Investment strategy**

Orient Asset Management will manage the Portfolio in accordance with the investment strategy set out in the Discretionary Investment Management Agreement, with the objective to maximise investment returns through value investing in securities.

The investment policy of the Portfolio seeks to achieve its objectives by investing in:

- (i) shares listed and traded on recognised stock exchanges in Hong Kong, the United States of America or PRC;
- (ii) equity instruments including listed equities, initial public offering (including cornerstone and anchor investment) and private placements; and
- (iii) monetary instruments, bonds, preference shares, convertible bonds and other instruments which can be liquidated within 30 days.

Orient Asset Management will prepare and submit valuation report to the Company at least monthly on the Portfolio no later than the end of the tenth business day after the end of the monthly accounting period.

## **Fees and expenses**

In consideration of the Service, the Company shall pay to Orient Asset Management a management fee of 0.3% of the net asset, that is US\$30,000 based on the Investment Amount (“**Service Fee**”), upon completion of capital injection.

The cost incurred in connection with appointment of service providers to the Discretionary Account shall be borne by the Portfolio.

## **Lock-up period**

The Company undertakes not to redeem its assets under the Discretionary Account until 31 March 2026.

Subject to the aforesaid lock-up period, the Company may withdraw any sum from the Discretionary Account in accordance to the terms of the Discretionary Investment Management Agreement.



## **Term and Termination**

The Discretionary Investment Management Agreement shall take effect from 17 December 2025 and shall continue unless terminated in the event:

- (i) either party providing not less than one month's prior notice in writing to the other party;
- (ii) either party breaches any obligation under the Discretionary Investment Management Agreement and fails to make good such breach within one month of receipt of such notice from another party requiring it to do so; or
- (iii) Orient Asset Management giving the Company one month's written notice or immediate notice if required to do so by any regulatory authority.

## **INFORMATION OF ORIENT ASSET MANAGEMENT**

Orient Asset Management is a registered institution licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO based on information publicly available.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Orient Asset Management and its respective ultimate beneficial owner(s) are third parties independent of and not connected with the Company or its connected persons.

## **INFORMATION OF THE GROUP**

The Company is a company incorporated in Hong Kong and is principally engaged in investment holding. The principal activities of the Group are providing TV advertisements, creative content production and digital marketing services for advertisers and advertising agents.

## **REASONS FOR AND BENEFITS OF THE CORNERSTONE INVESTMENT AND ENTERING INTO OF THE DISCRETIONARY INVESTMENT MANAGEMENT AGREEMENT**

The Group is principally engaged in providing TV advertisements, creative content production and digital marketing services for advertisers and advertising agents. The Board is of the view that the Cornerstone Investment in Shenzhen Xunce presents the Group with an opportunity to synergize the development of its digital marketing business through the integration of real-time data infrastructure and analytics solutions. The Board is positive that investment in Shenzhen Xunce as an industry leader in the real-time data infrastructure and analytics solutions field will further consolidate the Group's market competitiveness, thereby bringing higher returns for its shareholders. In light of the prospect and business outlook of Shenzhen Xunce, the Group considers that the Cornerstone Investment to fit the Group's investment criteria and is in line with the long-term business strategy of the Group to achieve diversified and sustainable development and to bring investment returns to the Shareholders. Subject to completion of the Cornerstone Investment, the Investor Shares will be designated as financial asset at fair value through profit or loss in the accounts of the Company.

Through entering the Discretionary Investment Management Agreement with Orient Asset Management, the Company can utilise its strategic reserve funds in a reasonable and effective manner. To the best knowledge, information and belief of the Directors, Orient Asset Management will, subject to the terms and conditions of the Discretionary Investment Management Agreement, give priority to investment in cornerstone and/or anchor investment in initial public offerings on the Stock Exchange, including but not limited to the H Shares under the International Offering. Taking into account the extensive asset management and investment record of Orient Asset Management, the Company believes the Service under the Discretionary Investment Management Agreement to be conducive to improving the efficiency of use of its cash without adversely affecting the Group's daily operation and liquidity position.

In light of the reasons above, the Directors (including the independent non-executive Directors) are of the view that the respective terms of the Cornerstone Investment Agreement and the Discretionary Investment Management Agreement, which were determined after arm's length negotiation among the parties, are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## LISTING RULES IMPLICATION

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Cornerstone Investment exceeds 5% but is less than 25%, the Cornerstone Investment Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Investment Amount and Service Fee exceeds 5% but is less than 25%, the Discretionary Investment Management Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**As completion of the Cornerstone Investment is subject to the satisfaction or waiver (as the case may be) of the Conditions which may or may not be satisfied or waived (as the case may be), Shareholders and potential investors in the Company are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Brokerage”	brokerage calculated as 1% of the Cornerstone Investment Amount as required by paragraph 7(1) of the Fees Rules of the Listing Rules
“business day(s)”	any day (other than Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open to the public for normal banking business and on which the Stock Exchange is open for business of dealing in securities
“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)

“Conditions”	Conditions of the Cornerstone Investment Agreement, details of which are set out in the section headed “Conditions Precedent” in this announcement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Cornerstone Investment”	the subscription of the Investor Shares contemplated under the Cornerstone Investment Agreement
“Cornerstone Investment Agreement”	the cornerstone investment agreement dated 17 December 2025 entered into among Shenzhen Xunce, the Company, the Sole Sponsor and the Overall Coordinators
“Cornerstone Investment Amount”	the amount equal to the Offer Price multiplied by the number of Investor Shares to be subscribed by the Company pursuant to the Cornerstone Investment Agreement
“DB”	Deutsche Bank AG, Hong Kong Branch, a company incorporated in Germany with limited liability and a registered institution licensed by the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Delayed Delivery Date”	subject to the underwriting agreements for the Hong Kong Public Offering and the International Offering being entered into and having become unconditional and not having been terminated, such later date as the Overall Coordinators shall notify the Company in accordance with the terms and conditions of the Cornerstone Investment Agreement
“Director(s)”	the director(s) of the Company
“Discretionary Account”	the securities account relating to the Portfolio
“Discretionary Investment Management Agreement”	the discretionary investment management agreement dated 17 December 2025 entered into between the Company and Orient Asset Management

“Futu”	Futu Securities International (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a registered institution licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO based on information publicly available
“Global Offering”	the global offering of H Shares of Shenzhen Xunce, comprising (1) the Hong Kong Public Offering; and (2) the International Offering
“Group”	the Company and its Subsidiaries
“GTJA Securities”	Guotai Junan Securities (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a registered institution licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 4 (advising on securities) regulated activities
“H Share(s)”	ordinary share(s) in the share capital of Shenzhen Xunce with a nominal value of RMB1.00 each, which are to be subscribed for and traded in HK\$ and are to be listed on the Stock Exchange
“HK\$” or “Hong Kong dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	an offer for subscription by Shenzhen Xunce of H Shares by the public in Hong Kong
“International Offering”	a conditional placing of H Shares by Shenzhen Xunce outside the United States of America to investors (including placing to professional and institutional investors in Hong Kong) pursuant to Regulation S under the United States Securities Act of 1933 (as amended, supplemented or otherwise modified from time to time) and the rules and regulations promulgated thereunder

“Investment Amount”	shall have the meaning as disclosed in the section headed “(2) THE DISCRETIONARY INVESTMENT MANAGEMENT AGREEMENT” in this announcement
“Investments”	means any money and/or to convert any securities placed by the Company in any stocks, shares, bonds, notes, debentures, debenture stocks, loan stocks, unit trusts, options, warrants, coupons, bills of exchange, promissory notes, treasury bills, certificates of deposit, commercial paper or other certificates of indebtedness, financial instruments or any other securities or any other assets or currencies held in the Discretionary Account
“Investor Shares”	the H Shares of Shenzhen Xunce to be subscribed for by the Company in the International Offering pursuant to the Cornerstone Investment Agreement, the number of which shall be equal to (1) the Hong Kong dollar equivalent of US\$10,000,000 (calculated using the closing Hong Kong dollar: US\$ exchange rate quoted in the Prospectus) (excluding Brokerage and Levies which the Company will pay in respect of the Investor Shares) divided by (2) the Offer Price, rounded down to the nearest whole board lot of 100 H Shares
“Levies”	the SFC transaction levy of 0.0027% (or the prevailing transaction levy on the Listing Date) and the Stock Exchange trading fee of 0.00565% (or the prevailing trading fee on the Listing Date) and the AFRC transaction levy of 0.00015% (or the prevailing transaction levy on the Listing Date), in each case, of the Cornerstone Investment Amount
“Listing Date”	the date on which the H Shares of Shenzhen Xunce are first listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Offer Price”	the final Hong Kong dollar price per H Share of Shenzhen Xunce (exclusive of the Brokerage and the Levies) at which the H Shares are to be issued and sold pursuant to the Global Offering

“Orient Asset Management”	Orient Asset Management (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a registered institution licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO
“Overall Coordinators”	Futu, GTJA Securities and DB, each an “Overall Coordinator”
“Portfolio”	means the Investments held in the Discretionary Account
“PRC”	means the People’s Republic of China, but for the purpose of this announcement and for geographical reference only and except where the context requires, references in this announcement to the “PRC” do not apply to Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan, China
“RMB”	Renminbi, the lawful currency of the PRC
“Service”	shall have the meaning as disclosed in the section headed “(2) THE DISCRETIONARY INVESTMENT MANAGEMENT AGREEMENT” in this announcement
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	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)
“Shenzhen Xunce”	Shenzhen Xunce Technology Co., Ltd (深圳迅策科技股份有限公司), a joint stock company incorporated in the PRC with limited liability



“Sole Sponsor”	Guotai Junan Capital Limited, a company incorporated in Hong Kong with limited liability, a registered institution licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	the United States dollar, the lawful currency of the United States of America
“%”	per cent

By order of the Board  
**SinoMedia Holding Limited**  
**Chen Xin**  
*Chairman*

Hong Kong, 17 December 2025

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