

**TIGER MEDIA, INC.**  
(incorporated in the Cayman Islands with limited liability)  
(NYSE MKT: IDI)

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Room 450, Shanghai Centre, East Office Tower, 1376 Nanjing Road West,  
Jing An District, Shanghai, China 200040

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**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT the 2014 annual general meeting of shareholders (the “Meeting”) of Tiger Media, Inc. (the “Company”) will be held at Room 450, Shanghai Centre, East Office Tower, 1376 Nanjing Road West, Jing An District, Shanghai, China 200040, on December 19, 2014 at 10:30 a.m. local time for the following purposes:

1. To elect Mr. Robert Fried as a director of the Company;
2. To elect Mr. Chi-Chuan (Frank) Chen as a director of the Company;
3. To elect Mr. Yunan (Jeffrey) Ren as a director of the Company;
4. To elect Mr. Steven D. Rubin as a director of the Company; and
5. To elect Mr. Peter W. H. Tan as a director of the Company.

The Board of Directors of the Company has fixed the close of business on November 3, 2014 as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

By Order of the Board of Directors,



Robert Fried  
Chairman of the Board of Directors

Shanghai, China  
November 19, 2014

**IMPORTANT NOTICE  
REGARDING THE AVAILABILITY OF THE NOTICE OF  
THE ANNUAL GENERAL MEETING FOR THE  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 19, 2014**

The accompanying Notice of the Annual General Meeting and the 2013 Annual Report on Form 20-F are available at <http://www.tigermedia.com>.

**TIGER MEDIA, INC.**  
**2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON DECEMBER 19, 2014**  
**PROXY STATEMENT**

The Board of Directors of Tiger Media, Inc. (the “Company”) is soliciting proxies for the 2014 annual general meeting of shareholders of the Company to be held on December 19, 2014 at 10:30 a.m., local time, or at any adjournment or postponement thereof (the “Meeting”). The Meeting will be held at Room 450, Shanghai Centre, East Office Tower, 1376 Nanjing Road West, Jing An District, Shanghai, China 200040.

Holders of record of ordinary shares of the Company at the close of business on November 3, 2014 are entitled to vote at the Meeting either in person or by proxy. At least half of the issued and outstanding ordinary shares of the Company represented either in person or by proxy will be required to establish a quorum at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the Meeting. A proxy need not be a shareholder of the Company. *Each holder of an ordinary share of the Company shall be entitled to one vote in respect of each ordinary share held on the Record Date.*

**PROPOSALS TO BE VOTED ON**

At the Meeting, ordinary resolutions will be proposed as follows:

1. To elect Mr. Robert Fried as a director of the Company;
2. To elect Mr. Chi-Chuan (Frank) Chen as a director of the Company;
3. To elect Mr. Yunan (Jeffrey) Ren as a director of the Company;
4. To elect Mr. Steven D. Rubin as a director of the Company; and
5. To elect Mr. Peter W. H. Tan as a director of the Company.

**VOTING PROCEDURE FOR HOLDERS OF ORDINARY SHARES**

Shareholders may vote by either attending the Meeting in person, by Internet or by mailing the attached proxy form as instructed therein. You may revoke your proxy and change your vote at any time before the final vote at the Meeting. You may vote again on a later date via the Internet (only your latest Internet proxy submitted prior to the meeting will be counted), by signing and returning a new proxy card with a later date, or by attending the Meeting and voting in person.

Shares of our ordinary shares represented by proxies that reflect “broker non-votes” (i.e., shares represented at the Annual General Meeting by proxies held by brokers or nominees as to which (i) the brokers or nominees have not received instructions from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have the discretionary voting power on a particular matter) will be counted for the purpose of determining the existence of a quorum at the Annual General Meeting, but will not be counted as a vote cast “for” or “against” any given matter. Pursuant to applicable rules of the New York Stock Exchange, referred to as the NYSE, a broker does not have the discretion to vote on “non-routine” matters, which include Proposals 1 through 5 contained in this proxy statement. As a result, any broker that is a member of the NYSE will not have the discretion to vote on Proposals 1 through 5 contained in this proxy statement. Because Proposals 1 through 5 in this proxy statement are considered “non-routine” matters under NYSE rules, we urge you to give voting instructions to your broker, otherwise, your shares will not be voted at the Annual General Meeting.

The costs of soliciting proxies will be borne by us. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names our ordinary shares beneficially owned by others to forward to those beneficial owners.

## ANNUAL REPORT OF THE COMPANY

Pursuant to NYSE MKT's Company Guide which permits companies to make their annual report on Form 20-F available on or through a company's website, the Company posts its U.S. Securities and Exchange Commission filings, including its annual report on Form 20-F, on the Company's website. The 2013 annual report has been filed with the U.S. Securities and Exchange Commission. The Company adopted this practice to avoid the considerable expense associated with mailing physical copies of the report to record holders and beneficial owners of the Company's ordinary shares. You may obtain a copy of our 2013 annual report on Form 20-F by visiting the "SEC Filings" heading under the "Investor Relations" section of the Company's website at [www.tigermedia.com](http://www.tigermedia.com). If you would like to receive a paper or email copy of the Company's 2013 annual report on Form 20-F, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy by visiting the "Request Information" subheading within the "Contact IR" heading under the "Investor Relations" section of the Company's website or by contacting the Company at [ir@tigermedia.com](mailto:ir@tigermedia.com).

### PROPOSAL 1 THROUGH PROPOSAL 5 ELECTION OF DIRECTORS

The Board of Directors currently consists of five members. Messrs. Fried, Chen, Ren, Rubin and Tan have been nominated for election at the Meeting and if elected will serve as members of the Board of Directors of the Company until the next annual general meeting of shareholders or until such director's successor is duly elected and qualified. The composition of the Board of Directors is governed by the Memorandum and Articles of Association of the Company.

As of the record date, there were 36,405,997 ordinary shares issued and outstanding, of which the Company's current directors, executive officers and affiliates of Dr. Phillip Frost own in the aggregate approximately 29%.

#### DIRECTORS FOR ELECTION

**Mr. Robert Fried**, 55, has served as Chairman of the Board of Directors since August 2011 and was Co-Chairman of the Board of Directors from the business combination pursuant to which the Company, which was previously organized in Delaware as Ideation Acquisition Corp. ("Ideation"), (1) redomiciled from Delaware to the Cayman Islands, as a Cayman Islands exempt company and (2) completed the acquisition of Search Media International, resulting in Search Media International becoming a wholly-owned subsidiary of SearchMedia Holdings (the "Business Combination") in October 2009 until August 2011. Mr. Fried served as the President and Chief Executive Officer and a member of the board of directors of Ideation from November 2007 to October 2009. Mr. Fried is the founder and CEO of Spiritclips, LLC, a subscription streaming video service acquired by Hallmark Cards, Inc., in 2012. Since 1990, Mr. Fried has served as President of Fried Films, a motion picture production company he founded in 1990. Mr. Fried is also an Academy Award winning motion picture producer whose credits include Rudy, Collateral, Boondock Saints, So I Married an Axe Murderer, Godzilla, and numerous others. From December 1994 until June 1996, Mr. Fried was President and Chief Executive Officer of Savoy Pictures, a unit of Savoy Pictures Entertainment, Inc. Savoy Pictures Entertainment was sold to Silver King Communications, which is now a part of InterActive Corp, in 1996. From 1983 to 1990, Mr. Fried held several executive positions including Executive Vice President in charge of Production for Columbia Pictures, Director of Film Finance and Special Projects for Columbia Pictures and Director of Business Development at Twentieth Century Fox. Mr. Fried holds an M.S. from Cornell University and an M.B.A. from the Columbia University Graduate School of Business.

**Mr. Chi-Chuan (Frank) Chen**, 56, has served as a member of the Board of Directors since the Business Combination in October 2009. Mr. Chen is a Vice President and Special Assistant to the Chief Executive Officer at Ruentex Group. He has served in the Investment Management Department at Ruentex Group since 1987. Mr. Chen holds a B.S. in chemical engineering and an MBA from National Taiwan University.

**Mr. Jeffrey Yunan Ren**, 39, has served as a member of the Board of Directors and the Chairman of the Audit Committee since February 2012. Mr. Ren is a managing director of a private equity firm in Hong Kong. Mr. Ren currently serves as an independent director of China Child Care Corporation, a public company focusing on the manufacture and distribution of child care products in China and trading on the Hong Kong Stock Exchange, and serves as a board member of numerous private companies. From June 2010 to March 2012, Mr. Ren served as

President of a pharmaceutical investment holding company based in Hong Kong. Previously, Mr. Ren served as an Executive Director at UBS Investment Bank in Hong Kong from 2008 to 2010 and as a Vice President at Lehman Brothers in Hong Kong from 2006 to 2008. Prior to 2006, Mr. Ren served as an attorney with such international law firms as Skadden, Arps, Clifford Chance and Perkins Coie. From May to November 2013, Mr. Ren served as an independent director of Vision Fame International Holding Limited, a public company focusing on construction business and trading on the Hong Kong Stock Exchange. Mr. Ren holds an LLM from Harvard Law School, and is a graduate of Beijing University Law School (LLB and Graduate Program).

**Mr. Steven D. Rubin**, 54, has served as a member of the Board of Directors since the Business Combination in October 2009. Mr. Rubin served as the Secretary of Ideation from June 2007 to October 2009. Mr. Rubin has been the Executive Vice President of OPKO Health, Inc. (“Opko”), a specialty healthcare company, since May 2007 and a director of Opko since February 2007 and is a member of The Frost Group, LLC, a private investment firm. In addition to Opko, Mr. Rubin currently serves on the Boards of Directors Non-Invasive Monitoring Systems, Inc., a medical device company, Neovasc, Inc., a developer of vascular devices, Kidville, Inc., which operates upscale learning and play facilities for children, Tiger X Medical, Inc. (formerly known as Cardo Medical, Inc.), formerly a medical device company, Sevion Therapeutic, Inc., a clinical stage company building and developing therapeutics for the treatment of cancer and immunological diseases, Castle Brands, Inc., a marketer of premium spirits. Mr. Rubin previously served on the Board of Directors of Dreams, Inc., a vertically integrated sports licensing and products company, Ideation, TransEnterix, Inc. (formerly SafeStitch Medical, Inc.), a medical device company and PROLOR Biotech, Inc., a development stage biopharmaceutical company prior to its merger with OPKO Health. Mr. Rubin previously served as the Senior Vice President, General Counsel and Secretary of IVAX Corporation from August 2001 until September 2006.

**Mr. Peter Tan**, 41, was appointed to our Board of Directors on June 30, 2011 and has served as our Chief Executive Officer since February 2012. Mr. Tan is currently the chairman of TGC Partners Limited and managing director of TGC Wealth Pte Ltd., an investment advisory firm which he founded in 2009. He was also partner and part of the founding team of SIG China, the China-based private equity fund of leading U.S. hedge fund Susquehanna International Group (SIG). Mr. Tan has been actively involved in more than 40 investments in China, 12 of which were eventually listed on international stock exchanges. He has been particularly active in the media space over the past decade, and was an early investor in Airmedia and other Chinese media companies. Mr. Tan formerly served as a board member or observer of multiple companies prior to their U.S. listing, including Home Inns, E-House and Bona Entertainment Group. He was also a director at Ocean Butterflies International and 51credit. Mr. Tan previously served as a director of Cathay Industries, a specialty chemical manufacturer based in China. Prior to co-founding SIG China, Mr. Tan was a lawyer with White & Case LLP and Perkins Coie LLP, where he was qualified to practice in England, Hong Kong and Singapore, and where he founded the private equity & venture capital practices and advised emerging-growth companies on fundraising transactions throughout their lifecycle.

### **Vote Required and Recommendation**

The Board of Directors recommends a vote FOR each of the nominees in Proposal 1 through Proposal 5. Directors will be elected by a simple majority of the votes (on an as-if converted basis) cast at the Meeting by the shareholders entitled to vote in the election.

## **THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES IDENTIFIED ABOVE.**

### **Certain Corporate Governance Matters**

#### **Board Meetings; Annual Meeting Attendance; Independence**

The Company's Board of Directors oversees our business and affairs and monitors the performance of management. The Company's Board of Directors meets on a regular basis to review matters affecting our Company and to act on matters requiring Board of Director approval. During 2013, the Board of Directors held two meetings and acted by unanimous written consent on one occasion.

The Board of Directors has determined that the following directors are independent pursuant to NYSE MKT Section 803(A)(2) (“NYSE MKT Rules”): Robert Fried, Chi-Chuan (Frank) Chen, Yunan (Jeffrey) Ren, and Steven Rubin. The independent directors meet periodically in executive session without the presence of non-independent directors and management.

## **Committees**

The standing committees of the Board of Directors are the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee.

### *Audit Committee*

The members of the Audit Committee are Jeffrey Yunan Ren, Chairman, and Chi-Chuan Chen, both of whom are independent directors as determined by the NYSE MKT Rules. The Audit Committee met five times during 2013.

The Company maintains an Audit Committee of two members pursuant to the exemption provided under Section 803(B)(2)(c) of the NYSE MKT Company Guide, which provides that an issuer that satisfies the definition of Smaller Reporting Company in Regulation S-K, Item 10(f)(1), is only required to maintain an Audit Committee of at least two members. With respect to TigerMedia’s 2013 second quarter, the Company satisfied the definition of Smaller Reporting Company in Regulation S-K, Item 10(f)(1), with a public float of less than \$75 million.

Our Board of Directors has determined that Mr. Ren qualifies as an “Audit Committee financial expert” within the meaning of applicable regulations of the Securities and Exchange Commission, promulgated pursuant to the Sarbanes-Oxley Act of 2002. Our Board of Directors has adopted a written charter for the Audit Committee which the Audit Committee reviews and reassesses for adequacy on an annual basis. A copy of the Audit Committee’s charter is located on our website at [www.tigermedia.com](http://www.tigermedia.com).

### *Compensation Committee*

The members of the Compensation Committee are Steven Rubin, Chairman, and Robert Fried, both of whom are independent directors as determined by the NYSE MKT Rules. The Compensation Committee met four times during 2013. A copy of the Compensation Committee’s charter is located on our website at [www.tigermedia.com](http://www.tigermedia.com).

### *Corporate Governance and Nominating Committee*

The members of the Corporate Governance and Nominating Committee are Robert Fried and Steven Rubin. The Corporate Governance and Nominating Committee met one time during 2013. A copy of the Corporate Governance and Nominating Committee’s charter is located on our website at [www.tigermedia.com](http://www.tigermedia.com).

## **Communications with our Board of Directors**

Any individual who wishes to send a communication to our Board of Directors should address the communication either to the Board of Directors or to the individual director c/o Corporate Secretary, Tiger Media, Inc., Room 450, Shanghai Centre, East Office Tower, 1376 Nanjing Road West, Jing An District, Shanghai, China 200040. Our Corporate Secretary will forward the communication either to all of the directors, if the communication is addressed to the board, or to the individual director, if the communication is directed to a director. Alternatively, shareholders may communicate with the Board of Directors through the Company’s website, [www.tigermedia.com](http://www.tigermedia.com), by using the Investor Relations tab and selecting the Contact IR section.

## **Home Country Letters**

For the year ended December 31, 2013, we are not aware of any significant ways in which our corporate governance practices differ from those followed by U.S. domestic companies under the NYSE MKT LLC Company Guide.

**OTHER MATTERS**

The Board of Directors is not aware of any other matters to be submitted to the Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Robert Fried", written in a cursive style.

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Robert Fried  
Chairman of the Board of Directors

Dated: November 19, 2014