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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Qin Jia Yuan Media Services Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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QIN JIA YUAN MEDIA SERVICES COMPANY LIMITED

勤 + 緣 媒 體 服 務 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2366)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION OF
51% OF THE ISSUED SHARE CAPITAL OF
AN INVESTMENT HOLDING COMPANY WITH INVESTMENT IN
THE OUTDOOR MEDIA ADVERTISING BUSINESS IN THE PRC
AND
ISSUE OF CONSIDERATION SHARES PURSUANT TO
SPECIFIC MANDATE**

A notice convening the extraordinary general meeting of the Company to be held at Shanghai Fraternity Association Hong Kong Limited at Room 201, South China Building, 1 Wyndham Street, Hong Kong on Thursday, 3 June 2010 at 4:30 p.m. or any adjournment thereof is set out on pages 12 and 13 of this circular. Whether or not you are able to attend the extraordinary general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the extraordinary general meeting should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Acquisition”	the acquisition of the Sale Shares by the Purchaser from the Vendor pursuant to the Sale and Purchase Agreement;
“Announcement”	the announcement of the Company dated 16 April 2010 in relation to the Acquisition;
“Board”	the board of Directors;
“BVI”	the British Virgin Islands;
“CBSO China”	科倫比亞戶外傳媒廣告(北京)有限公司, an enterprise established in Beijing, the PRC;
“Company”	Qin Jia Yan Media Services Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange;
“Completion”	completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Consideration”	the consideration of HK\$75,000,000 for the Acquisition payable by the Purchaser under the Sale and Purchase Agreement;
“Consideration Shares”	20,973,154 new Shares to be issued to the Vendor upon Completion to satisfy the balance of the Consideration of HK\$37,500,000 pursuant to the Sale and Purchase Agreement;
“Directors”	the directors of the Company;
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the issue and allotment of the Consideration Shares pursuant to the Sale and Purchase Agreement;
“Guarantor”	Mr. Zhang Zhenli;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	10 May 2010, being the latest practicable date for ascertaining certain information in this circular prior to its printing;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Long Stop Date”	15 June 2010, the day falling 60 days from the date of the Sale and Purchase Agreement, or such later date as the parties to the Sale and Purchase Agreement may agree;
“Macau”	the Macau Special Administrative Region of the PRC;
“PRC”	The People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this circular;
“Purchaser”	QJY OOH Holding Company Limited, a company incorporated in BVI and a wholly owned subsidiary of the Company;
“Sale and Purchase Agreement”	the sale and purchase agreement entered into between the Vendor, the Guarantor, the Purchaser and the Company on 16 April 2010 in relation to the Acquisition;
“Sale Shares”	51 shares of HK\$1.00 each in the capital of the Target Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Issue Conditions”	the conditions in relation to the Consideration Shares as set out in paragraphs (c) and (d) under the section headed “Conditions” in the letter from the Board of this circular;
“Shareholders”	the holders of the Shares;
“Shares”	shares of US\$0.01 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	Rich State Media Enterprises Limited (裕溢傳媒企業有限公司);
“Vendor”	Business Product Development Limited, a company incorporated in BVI which has agreed to sell the Sale Shares to the Purchaser pursuant to the Sale and Purchase Agreement;
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of PRC; and
“%”	per cent.

For the purpose of this circular, all amounts in RMB are translated into HK\$ at an exchange rate of RMB1: HK\$1.14.

LETTER FROM THE BOARD



QIN JIA YUAN MEDIA SERVICES COMPANY LIMITED

勤 + 緣 媒 體 服 務 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2366)

Directors:

Executive Directors:

Dr. LEUNG Anita Fung Yee Maria (*Chief Executive Officer*)
Mr. YIU Yan Chi, Bernard
Mr. TSIANG Hoi Fong

Non-executive Directors:

Dr. Honourable WONG Yu Hong, Philip, *GBS (Chairman)*
Mr. PFITZNER Kym Richard
Mr. ZINGER Simon
Ms. LEE Kwei-Fen
Mr. LIU Yuk Chi, David
Dr. WONG Ying Ho, Kennedy, *BBS, JP*
Mr. FLYNN Douglas Ronald
Ms. HO Chiu King, Pansy Catilina
Mr. OWYANG Loong Shui, Ivan

Independent Non-executive Directors:

Mr. LAU Hon Chuen, *GBS, JP*
Mr. LAM Haw Shun, Dennis, *JP*
Mr. HUI Koon Man, Michael, *JP*

Registered office:

Scotia Centre, 4th Floor
P.O. Box 2804
George Town
Grand Cayman
Cayman Islands

**Head office and principal place
of business in Hong Kong:**

Room 203
Aon China Building
29 Queen's Road Central
Hong Kong

13 May 2010

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION OF
51% OF THE ISSUED SHARE CAPITAL OF
AN INVESTMENT HOLDING COMPANY WITH INVESTMENT IN
THE OUTDOOR MEDIA ADVERTISING BUSINESS IN THE PRC
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LETTER FROM THE BOARD

INTRODUCTION

As stated in the Announcement, the Company, the Purchaser (a wholly-owned subsidiary of the Company), the Vendor and the Guarantor entered into the Sale and Purchase Agreement on 16 April 2010. Pursuant to the Sale and Purchase Agreement, the Purchaser agreed to acquire 51% of the issued share capital of the Target Company at a consideration of HK\$75,000,000 to be satisfied partly in cash and partly by the Company issuing the Consideration Shares.

The Company will seek a specific mandate from the Shareholders for the issue of the Consideration Shares.

As the applicable percentage ratios for the Acquisition under the Listing Rules is more than 5% and less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules.

The purpose of this circular is to provide you with, among others, details of the Sale and Purchase Agreement and a notice of EGM.

THE SALE AND PURCHASE AGREEMENT DATED 16 APRIL 2010

Parties

- (1) Vendor : Business Product Development Limited, an investment holding company incorporated in BVI with limited liability
- (2) Guarantor : Mr. Zhang Zhenli, the Chairman of CBSO China
- (3) Purchaser : QJY OOH Holding Company Limited, a company incorporated in BVI with limited liability and a wholly-owned subsidiary of the Company
- (4) Other : The Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendor, its ultimate beneficial owner and the Guarantor is a third party independent of the Company or its connected persons.

Assets to be acquired

The Sale Shares, representing 51% of the issued share capital of the Target Company.

There is no restriction on the subsequent sale of the Sale Shares by the Purchaser under the Sale and Purchase Agreement.

LETTER FROM THE BOARD

Consideration and settlement

The Consideration of an aggregate of HK\$75,000,000 (subject to downward adjustment by agreement of the Vendor and the Purchaser if the Consideration shall be satisfied by in cash in full in case any of the Share Issue Conditions is not satisfied by the Long Stop Date) will be payable by the Purchaser to the Vendor in the following manner:

- (a) HK\$1,000,000 in cash as deposit payment paid before the Sale and Purchase Agreement was entered into;
- (b) HK\$5,000,000 in cash as further deposit payment payable upon signing of the Sale and Purchase Agreement;
- (c) HK\$31,500,000 in cash upon Completion; and
- (d) balance of the Consideration in the amount of HK\$37,500,000 to be satisfied by the Company's issue and allotment of the Consideration Shares to the Vendor or its nominee upon Completion.

The Vendor and the Purchaser may agree to satisfy the balance of the Consideration of HK\$37,500,000 in cash instead of the issue of the Consideration Shares at Completion on or before the Long Stop Date and in that case, the Share Issue Conditions will be waived by the Vendor and the Purchaser.

If any of the Share Issue Conditions is not satisfied by the Long Stop Date, the Purchaser may choose to satisfy the balance of the Consideration of HK\$37,500,000 (or such lesser amount which may be agreed between the Vendor and the Purchaser) in cash at Completion by giving a written notice to the Vendor.

The Consideration was determined based on the earning multiples of about 16.4 times of the average annual audited profits after taxation of CBSO China for the three financial years ended 31 December 2009 after arm's length negotiation between the Vendor and the Purchaser.

Conditions

Completion of the Acquisition is conditional upon fulfilment of the following conditions:

- (a) the Vendor and the Purchaser having agreed on the terms of a shareholders' agreement in respect of the Target Company to be entered into between the Vendor and the Purchaser upon Completion;
- (b) the obtaining of a waiver from the shareholders of CBSO China waiving their pre-emptive rights and tag-along rights under its joint venture contract and its constitutional document;
- (c) the Company having obtained the approval of the Shareholders of the issue and allotment of the Consideration Shares;

LETTER FROM THE BOARD

- (d) the Listing Committee of the Stock Exchange having granted to the Company the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange; and
- (e) the terms of a disclosure letter for qualifying the warranties given by the Vendor and the Guarantor under the Sale and Purchase Agreement having been agreed between the Vendor and the Purchaser, and the agreed form of disclosure letter having been delivered to the Purchaser by the Vendor and accepted by the Purchaser.

The parties to the Sale and Purchase Agreement shall use their respective best endeavours to procure that the conditions shall be fulfilled as soon as possible after the signing of the Sale and Purchase Agreement and in any event no later than the Long Stop Date for the conditions set out in paragraph (b), (c) or (d) above; and 7 May 2010 for the conditions set out in paragraph (a) or (e) above.

The conditions set out in paragraph (a) and (e) above may only be waived by agreement of the Vendor and the Purchaser. If the Vendor and the Purchaser shall have reached any agreement to satisfy the balance of the Consideration of HK\$37,500,000 in cash instead of the issue of the Consideration Shares at Completion on or before the Long Stop Date, the conditions set out in paragraph (c) and (d) may be waived by agreement of the Vendor and the Purchaser. The condition set out in paragraph (b) above cannot be waived by any party to the Sale and Purchase Agreement.

If the conditions set out in paragraph (a) or (e) above shall not have been satisfied or waived by 7 May 2010; or the condition set out in paragraph (b) above shall not have been satisfied by the Long Stop Date, the Sale and Purchase Agreement shall lapse and the deposit payments made by the Purchaser shall be refunded to the Purchaser without interest forthwith, and thereupon the Sale and Purchase Agreement shall, subject to the liability of any party to the other parties in respect of any antecedent breach of the terms hereof, be null and void and of no further effect.

If the conditions set out in paragraph (c) or (d) above shall not have been satisfied or waived by the Long Stop Date and the Purchaser does not give a written notice to the Vendor informing the Vendor that it will satisfy the balance of the Consideration of HK\$37,500,000 (or such lesser amount which may be agreed between the Vendor and the Purchaser) in cash at Completion, the Sale and Purchase Agreement shall lapse and the Vendor shall be entitled to retain and keep the deposit payments made by the Purchaser, and thereupon the Sale and Purchase Agreement shall be null and void and of no further effect.

Completion

Completion will take place on the second business day after satisfaction or waiver (as the case may be) of the conditions precedent (or such other date as the parties may agree).

LETTER FROM THE BOARD

Lock-up undertaking of the Vendor

Under the Sale and Purchase Agreement, the Vendor has undertaken to each of the Purchaser and the Company that, subject to Completion taking place and the issue of the Consideration Shares to it or its nominee(s) pursuant to the Sale and Purchase Agreement, it shall not, and shall procure that the holder(s) of the Consideration Shares shall not in the ten-month period commencing on the date of issue of the Consideration Shares sell, transfer or otherwise dispose of (including but not limited to the creation of any options over but save for pursuant to a pledge or charge as security for bona fide commercial loan) any of the Consideration Shares.

The above lock-up undertaking shall not prevent the Vendor or its nominee(s) from disposing or transferring of any Consideration Shares in the following circumstances:

- (a) where such disposal is made in the acceptance of an offer made in accordance with the Hong Kong Code on Takeovers and Mergers by any third party; or
- (b) where such disposal is made pursuant to an offer by the Company to purchase its own Shares which is made by the Company under the Hong Kong Code on Share Repurchases; or
- (c) where the disposal or transfer is made to the Guarantor or a member of his family or to the trustees of any trust, the principal beneficiaries of which are primarily himself and/or members of his family subject to the transferee(s) executing an undertaking to the Company on the same terms as set out above for the remaining of the ten-month period and delivering such undertaking to the Company prior to executing such disposal or transfer.

Board representation of the Purchaser

Following the Completion, the Purchaser will be entitled to nominate two directors to the board of directors of the Target Company and to nominate one director to the board of directors of CBSO China.

Guarantee

The Guarantor has guaranteed the Vendor's performance of its obligations under the Sale and Purchase Agreement.

CONSIDERATION SHARES

The Consideration Shares will be issued at the price of about HK\$1.788 per Share, which was arrived at after arm's length negotiations between the Company, the Purchaser and the Vendor based on the recent market price per Share with a premium acceptable to the parties. It represents:

- (a) a premium of approximately 19.2% above the closing price of HK\$1.50 per Share as quoted on the Stock Exchange on 16 April 2010, being the last trading day prior to publication of the Announcement;

LETTER FROM THE BOARD

- (b) a premium of approximately 17.6% above the average closing price of HK\$1.52 per Share as quoted on the Stock Exchange in the 5 trading days up to and including 16 April 2010;
- (c) a premium of approximately 18.4% above the average closing price of HK\$1.51 per Share as quoted on the Stock Exchange in the 10 trading days up to and including 16 April 2010; and
- (d) a premium of approximately 28.6% above the closing price per Shares of HK\$1.39 quoted on the Stock Exchange on the Latest Practicable Date.

Issue of the Consideration Shares is subject to the approval of the Shareholders as the Company will seek a specific mandate from the Shareholders for the issue of the Consideration Shares.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The respective shareholding structures of the Company as at the Latest Practicable Date and immediately after issue of the Consideration Shares (assuming no other new Shares will be issued) are set out below for illustration:

	As at the Latest Practicable Date		Immediately after issue of the Consideration Shares	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
<i>The Dynamic Master Group</i>				
Dynamic Master Development Limited <i>(Note 1)</i>	186,119,596	24.53	186,119,596	23.87
Goodhold Limited <i>(Note 1)</i>	1,891,697	0.25	1,891,697	0.24
Hunterland City Limited <i>(Note 1)</i>	1,111,963	0.15	1,111,963	0.14
Up & Rise Limited <i>(Note 1)</i>	9,865,465	1.30	9,865,465	1.27
Dr. LEUNG Anita Fung Yee	285,494	0.04	285,494	0.04
Dr. WONG Yu Hong, Philip	287,064	0.04	287,064	0.04
Sub-total for the Dynamic Master Group	199,561,279	26.30	199,561,279	25.60
Directors				
Mr. LIU Yuk Chi, David	3,141,403	0.41	3,141,403	0.40
Mr. YIU Yan Chi, Bernard	550,000	0.07	550,000	0.07
Mr. PFITZNER Kym Richard	110,974	0.01	110,974	0.01
Mr. OWYANG Loong Shui, Ivan	110,000	0.01	110,000	0.01
Mr. HUI Koon Man, Michael	456,534	0.06	456,534	0.06

LETTER FROM THE BOARD

	As at the Latest Practicable Date		Immediately after issue of the Consideration Shares	
	<i>Number of Shares Approx. %</i>		<i>Number of Shares Approx. %</i>	
<i>Other Substantial Shareholder</i>				
Aegis Media Asia Pacific Pte. Ltd. (<i>Note 2</i>)	108,094,706	14.25	108,094,706	13.86
Public Shareholders				
The Vendor	—	—	20,973,154	2.69
Public shareholders other than the Vendor	<u>446,704,611</u>	<u>58.88</u>	<u>446,704,611</u>	<u>57.30</u>
Total	<u><u>758,729,507</u></u>	<u><u>100.00</u></u>	<u><u>779,702,661</u></u>	<u><u>100.00</u></u>

Notes:

- Dynamic Master Development Limited (“Dynamic Master”) is owned as to 58.37% by Goodhold Limited, as to 32.76% by Hunterland City Limited and as to 1.77% by Up & Rise Limited respectively. The remaining balance of the issued share capital is owned as to 3.55% by each of Madam Au Tak Yee and Y.Y. Yao & Co. Limited.

Dr. LEUNG Anita Fung Yee Maria (“Dr. Leung”), an executive Director and the Chief Executive Officer of the Company is interested in 99.99% in Hunterland City Limited, 50% of Goodhold Limited and 100% of Up & Rise Limited and therefore is deemed to be interested in the Shares held by Dynamic Master, Goodhold Limited, Hunterland City Limited and Up & Rise Limited under the SFO. Dr. WONG Yu Hong, Philip is interested in 50% of Goodhold Limited and is the spouse of Dr. Leung. Accordingly, he is deemed to be interested in the Shares held by Dynamic Master, Goodhold Limited, Hunterland City Limited and Up & Rise Limited under the SFO.

- Aegis Media Asia Pacific Pte. Ltd. is the registered owner of the 108,094,706 Shares. It is a directly wholly owned subsidiary of Aegis International Ltd., a company incorporated in the United Kingdom. Aegis Media Asia Pacific Pte. Ltd. is also an indirectly wholly owned subsidiary of Aegis Group plc which is a company listed on the London Stock Exchange. Both Aegis International Ltd. and Aegis Group plc are deemed to be interested in the 108,094,706 Shares held by Aegis Media Asia Pacific Pte. Ltd. under the SFO.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong in 2005. It is an investment holding company with the only asset of a 45% equity interest in CBSO China, which the Target Company acquired in late 2009.

CBSO China is a wholly foreign owned enterprise established in the PRC in 2005 and is authorised to carry on the businesses of design, production, advertising agency, publication of advertisements and corporate image planning in the PRC. With the leadership of its management team and leverage on the experience and connection of the CBS Corporation, which invests in CBSO China

LETTER FROM THE BOARD

through an affiliated company, CBSO China has been developing itself as a total outdoor media advertising solutions provider, with a primary focus on advertisements through transportation vehicles and LED screens, in the PRC. In 2009, it also achieved the accomplishment of being selected as one of the top 100 outdoor media suppliers in the 6th China Outdoor Advertising Conference.

No account of the Target Company has been prepared. CBSO China recorded audited net profits before and after tax of approximately RMB45,100,000 (HK\$51,414,000) and approximately RMB31,900,000 (HK\$36,366,000) respectively for the year ended 31 December 2008; and audited net profits before and after tax of approximately RMB5,700,000 (HK\$6,498,000) and approximately RMB4,300,000 (HK\$4,902,000) respectively for the year ended 31 December 2009. Its audited net asset value as at 31 December 2008 and 31 December 2009 is approximately RMB58,000,000 (HK\$66,120,000) and approximately RMB61,700,000 (HK\$70,338,000) respectively.

REASONS FOR THE ACQUISITION

The principal activities of the Group include provision of cross-media services including television program and production related services, marketing and promotion, cross-media (including outdoor media) advertising, art and performance, home TV shopping, etc, and related services in the PRC.

In late 2009, the Group entered into an agreement with Beijing in Xin Hua Zhaoxun Culture and Media Co., Ltd. (“Xin Hua Zhaoxun”) and acquired the exclusive advertising agency rights in respect of 6 outdoor news advertising LED screens located in major cities in the PRC which broadcast contents provided by Xin Hua News Agency. As a strategic investor, the Group also acquired an equity stake of approximately 8% in Xin Hua Zhaoxun. This is the Group’s starting point of its plan to develop its outdoor advertising business. Having considered the performance of the Target Company in the past few years, the Directors believe that the Acquisition is a valuable opportunity for the Group to make strategic investment in line with its business plan to further expand its outdoor advertising business in the PRC on the one hand, and to bring investment return to the Group in the near future on the other hand. It is expected that the Group’s cross-media advertising business and the Group’s investment and operation in the outdoor advertising business will enjoy synergy and enable the Group to develop itself as a more comprehensive cross-media advertising service provider.

In view of the above, the Directors are of the view that the terms of the Sale and Purchase Agreement including the Consideration are fair and reasonable so far as the Shareholders are concerned and the Acquisition is in the interests of the Company and the Shareholders as a whole.

GENERAL

As the applicable percentage ratios for the Acquisition under the Listing Rules is more than 5% and less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules.

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at Shanghai Fraternity Association Hong Kong Limited at Room 201, South China Building, 1 Wyndham Street, Hong Kong on Thursday, 3 June 2010 at 4:30 p.m. or any adjournment thereof is set out on pages 12 and 13 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the EGM should you so wish.

As far as the Directors are aware of, no Director or Shareholder has a material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder and no Shareholder is required to abstain from voting at the EGM.

The resolution proposed to be approved at the EGM will be taken by way of poll and an announcement on the results of the EGM will be made by the Company after the EGM.

RECOMMENDATION

The Board considers that the terms of the issue of the Consideration Shares pursuant to the Sale and Purchase Agreement are fair and reasonable and the issue of the Consideration Shares is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution as set out in the notice of EGM.

By order of the Board
QIN JIA YUAN MEDIA SERVICES COMPANY LIMITED
LEUNG Anita Fung Yee Maria
Chief Executive Officer and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



QIN JIA YUAN MEDIA SERVICES COMPANY LIMITED

勤 + 緣 媒 體 服 務 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2366)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Qin Jia Yuan Media Services Company Limited (the “**Company**”) will be held at Shanghai Fraternity Association Hong Kong Limited at Room 201, South China Building, 1 Wyndham Street, Hong Kong on Thursday, 3 June 2010 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the issue and allotment of 20,973,154 new shares of US\$0.01 each in the capital of the Company (the “**Consideration Shares**”) to Business Product Development Limited (the “**Vendor**”) or its nominee pursuant to the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 16 April 2010 entered into between the Vendor, Mr. Zhang Zhenli, QJY OOH Holding Company Limited (the “**Purchaser**”) and the Company in relation to the Purchaser’s acquisition of 51% of the issued share capital of Rich State Media Enterprises Limited from the Vendor, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification, be and is hereby approved; and
- (b) the directors of the Company be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, in their discretion consider necessary desirable or expedient to implement the issue and allotment of the Consideration Shares pursuant to the Sale and Purchase Agreement.”

By order of the Board

QIN JIA YUAN MEDIA SERVICES COMPANY LIMITED

LEUNG Anita Fung Yee Maria

Chief Executive Officer and Executive Director

Hong Kong, 13 May 2010

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

**Head office and principal place
of business in Hong Kong:**

Room 203
Aon China Building
29 Queen's Road Central
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
4. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.