



**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)

**Proxy form for use at the Extraordinary General Meeting or any adjournment thereof**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of \_\_\_\_\_<sup>2</sup> shares of US\$0.01 each in the capital of Qin Jia Yuan Media Services Company Limited (the "Company"), HEREBY APPOINT the Chairman of the meeting<sup>3</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at 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, and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

|  | For <sup>4</sup> | Against <sup>4</sup> |
|--|------------------|----------------------|
| <b>ORDINARY RESOLUTION</b>   |                  |                      |
| <b>"THAT</b>   |                  |                      |
| (a) the issue and allotment of 20,973,154 new shares of US\$0.01 each in the capital of the Company (the " <b>Consideration Shares</b> ") to Business Product Development Limited (the " <b>Vendor</b> ") or its nominee pursuant to the conditional sale and purchase agreement (the " <b>Sale and Purchase Agreement</b> ") dated 16 April 2010 entered into between the Vendor, Mr. Zhang Zhenli, QJY OOH Holding Company Limited (the " <b>Purchaser</b> ") 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."   |                  |                      |

Signature<sup>5</sup> \_\_\_\_\_

Dated \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST" THE RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.