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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)

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*

**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.

As at the date of this announcement, the Board consists of: three executive directors: Dr. LEUNG Anita Fung Yee Maria (Chief Executive Officer), Mr. YIU Yan Chi, Bernard and Mr. TSIANG Hoi Fong, nine non-executive directors: Dr. WONG Yu Hong, Philip, GBS (Chairman), Mr. PFITZNER Kym Richard, Mr. ZINGER Simon, Ms. LEE Kwei-Fen, Mr. LIU Yuk Chi, David (Vice Chairman), Dr. WONG Ying Ho, Kennedy, BBS, JP, Mr. FLYNN Douglas Ronald, Ms. HO Chiu King, Pansy Catilina and Mr. OWYANG Loong Shui, Ivan and three independent non-executive directors: Mr. LAU Hon Chuen, GBS, JP, Mr. LAM Haw Shun, Dennis, JP and Mr. HUI Koon Man, Michael, JP.