



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/We¹ _____
of _____
being holder(s) of _____² 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 meeting³ 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 Wednesday, 30 June 2010 at 5:00 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.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	<p>"THAT</p> <p>(a) the issue of each of (i) the unlisted registered convertible bonds of the Company in the principal amount of HK\$30,223,231 (the "Series A CB"); (ii) the unlisted registered convertible bonds of the Company in the principal amount of HK\$90,669,693 (the "Series B CB"); and (iii) the unlisted registered warrants entitling holders to subscribe for shares of the Company up to 11,380,942 Shares at HK\$1.3278 per share with par value of US\$0.01 of the Company (the "Warrants") to First Media Holdings, Ltd. (the "Subscriber") pursuant to and on the terms and conditions of the subscription agreement entered into between the Company and the Subscriber on 27 May 2010 (the "Subscription Agreement"), 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;</p> <p>(b) the issue and allotment of the shares of the Company pursuant to exercise of the conversion rights under each of the Series A CB and the Series B CB (the "Conversion Shares"); and the issue and allotment of the shares of the Company pursuant to exercise of the subscription rights under the Warrants (the "Subscription Shares") be and are hereby approved; and</p> <p>(c) the directors of the Company be and 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 of the Series A CB, the Series B CB and the Warrants and the issue and allotment of the Conversion Shares and the Subscription Shares."</p>		
2.	Subject to completion of the subscription of (i) the Series A CB, the Series B CB, the Warrants and 37,936,475 new shares with par value of US\$0.01 of the Company (the " Placement Shares "), or (ii) unlisted registered convertible bonds of the Company in the principal amount of HK\$70,520,872 and the Placement Shares pursuant to the Subscription Agreement (the " Completion ") taking place, the appointment of Mr. Stanley Emmett Thomas as a non-executive director of the Company with effect from the date of Completion be and is hereby approved.		
3.	Subject to Completion taking place, the appointment of Mr. Lincoln Pan Lin Feng as a non-executive director of the Company with effect from the date of Completion be and is hereby approved.		

Signature⁵ _____

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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" THE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY 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.

* For identification purposes only