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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 Wednesday, 30 June 2010 at 5:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (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;
- (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

- (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.”
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.

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, 11 June 2010

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

Room 203, 2nd Floor  
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. Honourable WONG Yu Hong, Philip, GBS (Chairman), Mr. LIU Yuk Chi, David (Vice Chairman), Mr. PFITZNER Kym Richard, Mr. ZINGER Simon, Ms. LEE Kwei-Fen, 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.*

*\* For identification purposes only*