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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 on Thursday, 15 December 2011 at 4:15 p.m. at Shanghai Fraternity Association Hong Kong Limited at Room 201, South China Building, 1 Wyndham Street, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be and is hereby increased from US\$26,000,000.00 divided into 2,600,000,000 shares of US\$0.01 each (“**Shares**”) to US\$100,000,000.00 divided into 10,000,000,000 Shares by the creation of an additional 7,400,000,000 new Shares”; and
2. “**THAT** conditional upon resolution no. 1 being passed:
 - (a) the issue by way of rights (the “**Rights Issue**”) of no less than 3,742,660,840 new shares of US\$0.01 each of the Company (“**Rights Shares**”) at a subscription price of HK\$0.08 per Rights Share to such holders of Shares (the “**Shareholders**”) whose names shall appear on the register of members of the Company on 16 January 2012, or such other date as the Company and the underwriter of the Rights Issue may agree as the record date for determination of the entitlements of the Shareholders under the Rights Issue (the “**Record Date**”), in the proportion of four Rights Shares for every one Share held by the Shareholders on the Record Date and substantially on the terms and conditions as set out in the circular of the Company dated 29 November 2011 (the “**Circular**”) (a copy of which marked “A” is produced to the Meeting and signed by the Chairman for the purpose of identification) and subject to such other terms and conditions as may be determined by the directors of the Company (the “**Directors**”), be and is hereby approved provided that (i) no Rights Shares shall be offered to Shareholders whose addresses on the register of members of the Company are outside Hong Kong on the Record Date and whom the Directors consider it necessary or expedient to exclude such Shareholders from the Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “**Non-Qualifying**

Shareholders”) and the Rights Shares which would otherwise have been offered to them shall be sold in its nil-paid form if a premium (net of expenses) is obtained and to the extent that such rights can be sold, the net proceeds of such sale (after deducting the expenses of sale) be distributed to the Non-Qualifying Shareholders pro rata to their holding of Shares on the Record Date provided further that individual amounts of HK\$100 or less shall be retained for the benefit of the Company; and (ii) to the extent that the Rights Shares referred to in (i) above are not sold as aforesaid, such Rights Shares together with any Rights Shares provisionally allotted but not accepted shall be offered for application under forms of application for excess Rights Shares; and

- (b) the Directors be and are hereby authorized to issue and allot the Rights Shares substantially on the terms as set out in the Circular and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and any of the transactions contemplated thereunder.”

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

Hong Kong, 29 November 2011

Notes:

- 1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.*
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.*
- 3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, 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.*
- 4. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.*

5. *Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.*

As at the date of this announcement, the Board consists of four executive directors: Dr. LEUNG Anita Fung Yee Maria (Chief Executive Officer), Mr. YIU Yan Chi, Bernard, Mr. TSIANG Hoi Fong and Mr. YEUNG Ching Wan (Chief Financial Officer); ten non-executive directors: Dr. Honourable WONG Yu Hong, Philip, GBS (Chairman), Mr. LIU Yuk Chi, David (Vice-Chairman), Mr. LAM Haw Shun, Dennis, JP, Ms. HO Chiu King, Pansy Catilina, Mr. FLYNN Douglas Ronald, Mr. OWYANG Loong Shui, Ivan, Mr. Stanley Emmett THOMAS, Mr. Lincoln PAN Lin Feng, Mr. Peter Alphonse ZALDIVAR and Dr. LIN Junbo; and three independent non-executive directors: Mr. LAU Hon Chuen, GBS, JP, Mr. HUI Koon Man, Michael, JP and Mr. Wayne CHOU.