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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 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, 1 September 2011 at 4: 15 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be and is hereby increased from US\$12,000,000.00 divided into 1,200,000,000 shares of US\$0.01 each (“**Shares**”) to US\$26,000,000.00 divided into 2,600,000,000 Shares by the creation of an additional 1,400,000,000 new Shares.”
2. “**THAT** subject to and conditional upon (i) resolution no. 1 above being passed; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, not more than 280,000,000 new Shares to be issued as underlying securities for the Taiwan Depositary Receipts (“**TDR**”) under the TDR Issue (as hereinafter defined); and (iii) the granting of all relevant approvals in respect of the issue and offering of the TDR in Taiwan and the listing of the TDR on the Taiwan Stock Exchange Corporation (the “**Taiwan Stock Exchange**”) by all relevant authorities including without limitation the Taiwan Central Bank, the Taiwan Stock Exchange and the Taiwan Financial Supervisory Commission, the directors of the Company be and are hereby granted the following authority:
 - (a) to exercise all the powers of the Company to allot, issue and deal with not more than 280,000,000 new Shares (the “**New Shares**”) as underlying securities of the TDR during the Relevant Period (as hereinafter defined);
 - (b) to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated under the TDR Issue;

- (c) the approval in paragraphs (a) and (b) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers to issue and allot the New Shares after the end of the Relevant Period (as hereinafter defined); and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earlier of:

- (i) the expiration of the 12-month period following the date of passing of this resolution; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting, and

“TDR Issue” means the proposed issue of TDR with not more than 280,000,000 New Shares as underlying securities, subject to the conditions set out in the circular of the Company dated 15 August 2011, a copy of which was submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification.”

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, 15 August 2011

Registered office:

Scotia Centre, 4th Floor
P.O. Box 2804
George Town
Grand Cayman
Cayman Islands

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. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either in person (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon 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 Company's branch registrar office and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.

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.