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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)**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF BOARD COMMITTEES, CHANGE OF COMPANY SECRETARY AND ENTERING INTO LETTER OF APPOINTMENT WITH DIRECTOR**

The Board announces that with effect from 11 September 2013:

- (i) Mr. Wu has been appointed as an independent non-executive Director and a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee;
- (ii) Mr. Jiang has been appointed as an independent non-executive Director and a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee; and
- (iii) Ms. Mui has been resigned as the Company Secretary; and Mr. Tam, the Chief Financial Officer, has been appointed as the Company Secretary.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Qin Jia Yuan Media Services Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 11 September 2013:

- (i) Mr. Wu Chien-Chiang (“**Mr. Wu**”) has been appointed as an independent non-executive Director and a member of each of the remuneration committee (the “**Remuneration Committee**”), the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company; and
- (ii) Mr. Jiang Jinsheng (“**Mr. Jiang**”) has been appointed as an independent non-executive Director and a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee.

## **Biography of Mr. Wu**

Mr. Wu, aged 58, has experience of operating media and entertainment business in Taiwan for more than 30 years. He holds offices and positions in the following companies: (i) a director and the general manager of Era Communications Co., Ltd. (年代網際事業(股)公司); (ii) the chairman and the general manager of Satellite Entertainment Communication Co., Ltd. (衛星娛樂傳播(股)公司); (iii) the chairman and the general manager of Goldsun Communications Co., Ltd. (國興傳播(股)公司); (iv) the general manager of Media-Chain International Marketing Co., Ltd. (媒體棧國際行銷事業(股)公司); (v) the chairman of Era Integrated Marketing Co., Ltd. (年代整合行銷(股)公司); and (vi) the publisher of Trend Media & Publication Ltd. (明周國際出版有限公司(台灣明周)).

Save as disclosed above and as at the date of this announcement, Mr. Wu does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. He has also not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years.

As at the date of this announcement, Mr. Wu does not have any interests in the shares of the Company (the “**Shares**”) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (“**SFO**”).

The Company has entered into a letter of appointment with Mr. Wu in relation to his appointment as an independent non-executive Director. Mr. Wu has been appointed for a term of two years commencing on 11 September 2013, subject to retirement by rotation and re-election in accordance with the articles of association of the Company (the “**Articles**”). Mr. Wu is entitled to a director’s fee of HK\$20,000 per month, which has been approved by the Board having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Mr. Wu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). In relation to Mr. Wu’s appointment as an independent non-executive Director, there is no other information to be disclosed pursuant to the requirements of the provisions under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules and no other matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

## **Biography Mr. Jiang**

Mr. Jiang, aged 58, holds a master degree of business administration from Macau University of Science and Technology. Mr. Jiang was formerly supervisor of the chief executive office of a property investment company and he is currently one of the senior management to supervise the administration of the Shenzhen Pavilion Hotel Co., Ltd. (深圳聖廷苑酒店有限公司). Mr. Jiang has experience in property investment, property development and hotel management in the People’s Republic of China.

Save as disclosed above and as at the date of this announcement, Mr. Jiang does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. He has also not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years.

As at the date of this announcement, Mr. Jiang does not have any interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Jiang in relation to his appointment as an independent non-executive Director. Mr. Jiang has been appointed for a term of two years commencing on 11 September 2013, subject to retirement by rotation and re-election in accordance with the Articles. Mr. Jiang is entitled to a director's fee of HK\$20,000 per month, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

Mr. Jiang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. In relation to Mr. Jiang's appointment as an independent non-executive Director, there is no other information to be disclosed pursuant to the requirements of the provisions under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

Following the appointment of each of Mr. Wu and Mr. Jiang as an independent non-executive Director and a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee, the Board has 12 members comprising three executive Directors, five non-executive Directors and four independent non-executive Directors with four independent non-executive Directors representing at least one-third of the Board, and with four members in the Audit Committee, the Company has complied with Rule 3.10(1), Rule 3.10A and Rule 3.21 of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Wu and Mr. Jiang in joining the Board.

#### **CHANGE OF COMPANY SECRETARY**

The Board further announces that with effect from 11 September 2013, Ms. Mui Ngar May ("**Ms. Mui**") has resigned as the company secretary of the Company (the "**Company Secretary**"). Ms. Mui has confirmed that she has no disagreement with the Board and there are no matters in relation to her resignation that need to be brought to the attention of the Stock Exchange or the Shareholders.

Mr. Tam Kam Shing, Chris ("**Mr. Tam**"), the chief financial officer of the Company (the "**Chief Financial Officer**") has been appointed as the Company Secretary in place of Ms. Mui with effect from 11 September 2013.

Mr. Tam, aged 42, graduated from the Hong Kong University of Science and Technology with a bachelor degree in business administration of accounting. Mr. Tam is an associate of the Institute of Chartered Accountants in England and Wales (ICAEW) and he also has fellow memberships with the Hong Kong Institute of Certified Public Accountants (HKICPA) and the Chartered Association of Certified Accountants (ACCA). Mr. Tam has accumulated nearly 20 years of experience in public company accounting, auditing and capital markets in international accounting practices and commercial sectors.

The Board would like to take this opportunity to express its appreciation to Ms. Mui for her valuable contributions to the Company during her tenure of office and would also welcome Mr. Tam on his new appointment.

## ENTERING INTO LETTER OF APPOINTMENT WITH DIRECTOR

Reference is made to the announcement of the Company dated 6 September 2013 (the “**Announcement**”) in relation to, among others, the re-designation of Mr. Lai Tsz Wah (“**Mr. Lai**”) from an executive Director to a non-executive Director.

The Board announces that the Company has entered into a letter of appointment with Mr. Lai in relation to his appointment as a non-executive Director. Mr. Lai has been appointed for a term of two years commencing on 6 September 2013, subject to retirement by rotation and re-election in accordance with the Articles. Mr. Lai is entitled to a director’s fee of HK\$20,000 per month, which has been approved by the Board having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above and in the Announcement, in relation to Mr. Lai’s re-designation as a non-executive Director, there is no other information to be disclosed pursuant to the requirements of the provisions under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules and no other matters that need to be brought to the attention of the Shareholders.

By Order of the Board of  
**QIN JIA YUAN MEDIA SERVICES COMPANY LIMITED**  
**WANG Fei**  
*Executive Director and Chief Executive Officer*

Hong Kong, 11 September 2013

*As at the date of this announcement (taking into account the change to the Board as disclosed herein), the Board consists of three executive Directors: Mr. WANG Fei (Chief Executive Officer), Mr. CHAN Chi To, Antony and Mr. YUAN Xin; five non-executive Directors: Dr. LIN Junbo, Mr. CHI Chenxi, Mr. GUO Hong, Ms. HU Gin Ing and Mr. LAI Tsz Wah; and four independent non-executive Directors: Mr. DU Jiang, Mr. LIU Xianbo, Mr. JIANG Jinsheng and Mr. WU Chien-Chiang.*