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## **FOCUS MEDIA NETWORK**



Combining Venture Capital and Entrepreneurs

## **FOCUS MEDIA NETWORK LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8112)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a extraordinary general meeting (the “**Meeting**”) of Focus Media Network Limited (the “**Company**”) will be held at Kellett Room II, 3/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 22 August 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the authorised share capital of the Company be increased from HK\$100,000,000 (divided into 1,000,000,000 shares of a par value of HK\$0.10 each) to HK\$500,000,000 (divided into 5,000,000,000 shares of a par value of HK\$0.10 each) by the creation of an additional 4,000,000,000 shares of a par value of HK\$0.10 each (the “**Increase in Authorised Share Capital**”); and;
- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorized to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Increase in Authorised Share Capital”

2. “**THAT** subject to the satisfaction of the conditions of the Rights Issue (as defined below) as set out on pages 24 to 25 of the Company’s circular dated 3 August 2017:

- (a) the underwriting agreement dated 29 June 2017 (as supplemented by the supplemental agreement dated 1 August 2017) (the “**Underwriting Agreement**”) in respect of the Rights Issue (as defined below) and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares (as defined below) by Profit Cosmo Group

Limited and Kingston Securities Limited (the “**Underwriters**”)) entered into between the Company and the Underwriters (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 are hereby approved, confirmed and ratified;

- (b) the issue by way of rights issue (the “**Rights Issue**”) of not less than 917,673,792 new shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company (the “**Rights Shares**”) and not more than 923,016,672 Rights Shares at a subscription price of HK\$0.23 per Rights Share to the shareholders of the Company (the “**Shareholders**”) whose names shall appear on the register of members of the Company at the close of business on Wednesday, 23 August 2017 (the “**Qualifying Shareholders**”), or such other date as the Company and the Underwriters may agree as the record date for determination of the entitlements of the Shareholders to the Rights Issue (the “**Record Date**”) (excluding those Shareholders (the “**Non-Qualifying Shareholders**”) whose addresses on the register of members of the Company are outside Hong Kong on the Record Date in respect of whom the Directors, after making relevant enquiries, consider it necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s)), on the basis of four (4) Rights Shares for every one (1) existing Share held on the Record Date and pursuant to the terms and conditions as set out in the Underwriting Agreement be and is hereby approved;
- (c) the Board or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue provided that in the case of the Non-Qualifying Shareholders, the Rights Shares shall not be allotted and issued to the Non-Qualifying Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be sold in the market as soon as practicable after dealings in the Rights Shares in their fully-paid form commence and the proceeds of such sale (after deduction of expenses) of more than HK\$100 will be paid pro rata to the Excluded Shareholders and the Company shall retain any individual amount of HK\$100 or less;
- (d) the Board or a committee thereof be and is hereby authorised to make such other exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient and generally to do such things or make such arrangements as it may think fit to effect the Rights Issue; and

- (e) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

Yours faithfully,  
By order of the Board  
**Focus Media Network Limited**  
**An Xilei**  
*Chairman*

Hong Kong, 3 August 2017

**Registered office:**

Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman KY1-1111,  
Cayman Islands.

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

6th Floor, 603  
Citicorp Centre  
18 Whitfield Road  
North Point, Hong Kong

*Notes:*

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
3. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or any adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. 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.

7. The votes to be taken at the meeting for the resolution will be by way of a poll.
8. The Register of Members of the Company will be closed from 17 August 2017 to 22 August 2017 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 16 August 2017.

*As at the date of this notice, the Board comprises Mr. An Xilei (Chairman), Mr. Wong Hong Gay Patrick Jonathan, Mr. Chen Xiaoping, Mr. Mock Wai Yin, Ms. Lam Hoi Yu Nicki and Mr. Wang Jun as executive Directors; and Mr. Chan Chi Keung Alan, Mr. Lee Chi Hwa Joshua and Ms. Lau Mei Ying as independent non-executive Directors.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be posted on the Company's website at [www.focusmedia.com](http://www.focusmedia.com).*