

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Focus Media Network Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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FOCUS MEDIA NETWORK

iMediaHouse

Combining Venture Capital and Entrepreneurs

FOCUS MEDIA NETWORK LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8112)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 2/F., 35–45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 15 December 2017 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at www.focusmedia.com.

23 November 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Focus Media Network Limited” to “Cornerstone Financial Holdings Limited” and adoption of the Chinese name “基石金融控股有限公司” as the dual foreign name of the Company as detailed in this circular
“Company”	Focus Media Network Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 15 December 2017 for the purpose of considering and, if thought fit, approving the Change of Company Name and transactions as contemplated thereunder, or any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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FOCUS MEDIA NETWORK LIMITED

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Executive Directors:

An Xilei (*Chairman*)
Wong Hong Gay Patrick Jonathan
(*Chief Executive Officer*)
Chen Xiaoping
Mock Wai Yin
Lam Hoi Yu Nicki
Wang Jun

Independent Non-executive Directors:

Chan Chi Keung Alan
Lee Chi Hwa Joshua
Lau Mei Ying

Registered Office:

Conyers Trust Company (Cayman) Limited
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

23 November 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 20 November 2017 in respect of the proposed Change of Company Name.

The purpose of this circular is to provide the Shareholders with the information in respect of the special resolution to be proposed at the EGM regarding the proposed Change of Company Name and the notice for convening the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Focus Media Network Limited” to “Cornerstone Financial Holdings Limited” and to adopt the Chinese name “基石金融控股有限公司” as the dual foreign name of the Company.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the proposed Change of Company Name would provide the Company with a new corporate image. It will better reflect and align with the business and development strategy of the Group with focus on the securities brokerage business, and will therefore benefit its future business development. It is expected that the securities brokerage business would continue to grow and would become the key growth driver to the business development of the Group in the future. Accordingly, the Board is of the opinion that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (b) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name and the new names being entered in the register of companies by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new names have been registered. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

EFFECT OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company.

Once the Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the securities of the Company will be traded on the Stock Exchange under the new names.

LETTER FROM THE BOARD

In addition, the English and Chinese stock short name names of the Company, subject to the confirmation of the Stock Exchange, will also be changed after the Change of Company Name becoming effective. Further announcement will be made by the Company relating to, among others, the results of the EGM, the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company.

EGM

The notice convening the EGM is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the proposed resolution put to vote at the EGM shall be taken by way of poll.

As no Shareholders have a material interest in the Change of Company Name, no Shareholders will be required to abstain from voting on the special resolution put to vote at the EGM.

CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

The Company's register of members will be closed for transfer of the Shares to determine the rights to attend and vote at the EGM from 12 December 2017 to 15 December 2017 (both dates inclusive). No transfer of Shares will be registered during this book closure period. In order to qualify for attending and voting at the EGM, all transfers of Shares, accompanied by the relevant Share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office 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 11 December 2017.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of the EGM.

Yours faithfully,
For and on behalf of the Board
An Xilei
Chairman

NOTICE OF EGM

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NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Focus Media Network Limited (the “**Company**”) will be held at 2/F., 35–45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 15 December 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

“**THAT**, subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Focus Media Network Limited” to “Cornerstone Financial Holdings Limited” and the Chinese name “基石金融控股有限公司” be adopted as the dual foreign name of the Company (the “**Change of Company Name**”); and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Focus Media Network Limited
An Xilei
Chairman

Hong Kong, 23 November 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

NOTICE OF EGM

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 12 December 2017 to 15 December 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 11 December 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.