

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**Focus Media Fair Fund, File No. 3-16852**

**DISTRIBUTION PLAN NOTICE**

**If you held Focus Media ADS shares (FMCN) as of March 16, 2010 or purchased them between March 17, 2010 and July 29, 2010, you may be entitled to receive a monetary payment from the Focus Media Distribution Fund.**

On September 30, 2015, the Commission issued an order (“Order”) finding that Focus Media Holding Limited (“Focus Media”) and Jason Jiang (“Jiang”) (collectively, “Respondents”) violated the federal securities laws. Pursuant to the Order, the Commission ordered Focus Media to pay a civil money penalty of \$34,600,000.00 and Jiang to pay \$21,027,865.43 in disgorgement, prejudgment interest, and civil penalties. The Order also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended (the “Fair Fund”). The Fair Fund includes the \$55,627,865.43 paid by Respondents. The Distribution Plan provides that the Distribution Fund shall be distributed for the benefit of injured investors who purchased Focus Media shares from Defendant and are determined to have a Recognized Claim as defined by the Plan.

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**BACKGROUND OF THE CASE**

The Commission alleges that the Respondents negligently failed to disclose accurate information concerning Focus Media’s partial sale of securities in its wholly owned-subsidiary Allyes Online Media Holdings Ltd (“Allyes”) to certain insiders at a favorable price, months before both the insiders and Focus media sold their interest in Allyes to a private equity firm at nearly six times the price they had paid. As a result, the Commission charged Respondents with violating Section 17(a)(2) of the Securities Act and Section 13(b)(2)(A) of the Exchange Act. As a result of the violations, a civil penalty was ordered from Focus Media in the amount of \$34,600,000.00. Jiang was ordered to pay a civil penalty of \$9,690,000.00, disgorgement of \$9,690,000.00, and prejudgment interest of \$1,647,865.43. The Respondents consented to the Order which was issued on September 30, 2015. The Order created a Fair Fund (the “Fund”) pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 for distribution of the amounts ordered.

**PLAN OF ALLOCATION**

1. For shares of the Eligible Securities held as of March 16, 2010, and:
  - (a) sold between March 17, 2010 and July 29, 2010 (inclusive of both dates), the harm per ADS is -\$1.14;
  - or
  - (b) sold after July 29, 2010, the harm per ADS is -\$0.43.
2. For shares of the Eligible Securities purchased between March 17, 2010 and July 29, 2010 (inclusive of both dates), and:
  - (a) sold on or before July 29, 2010, the harm per ADS is \$0.00; or
  - (b) sold after July 29, 2010, the harm per ADS is +\$0.71.
3. For shares of the Eligible Securities purchased after July 29, 2010, the harm per ADS is \$0.00.
4. Specifically, for each investor who held shares of Focus Media ADS common stock as of the beginning of the Relevant Period or made multiple purchases and/or sales during the Relevant Period, the first-in, first-out (“FIFO”) method will be applied to such holdings, purchases, and sales. Under the FIFO method, sales of shares during the Relevant Period will be matched, in chronological order, first against shares held at the beginning of the Relevant Period. The remaining sales of shares during the Relevant Period will then be matched, in chronological order, against shares purchased during the Relevant Period. The date of acquisition or sale is the “trade” date as distinguished from the “settlement” date. Option contract will not be valued.

5. An investor's Eligible Loss Amount shall be determined by summing the investor's Recognized Loss (or Gain) per Share across all shares purchased during the Relevant Period. If the sum is negative, reflecting an overall loss, the investor will have an Eligible Loss Amount. If the sum is positive, reflecting an overall gain, the investor's Eligible Loss Amount will be zero. An Eligible Investor will be eligible to receive a distribution not to exceed the Eligible Loss Amount.
6. If the sum of Eligible Loss Amounts across all Eligible Investors exceeds the Net Fair Fund, payments to Eligible Investor will reflect their pro rata share of the Net Fair Fund, where the pro rata share is the investor's Eligible Loss Amount divided by the sum of Eligible Loss Amounts across all Eligible Investors.

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**To be eligible to receive a Distribution Payment from the Net Available Fund, you must mail a completed and signed Proof of Claim Form postmarked on or before June 20, 2018.**

This Notice provides only a summary of the information regarding the action. For further details, including the complete Distribution Plan, please visit [www.FocusMediaDistributionFund.com](http://www.FocusMediaDistributionFund.com) or contact the Distribution Agent at 888-736-4380.