

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : MediaNation Inc.

Stock code (ordinary shares): 8160

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 6th August 2003.

A. General

Place of incorporation : Cayman Islands
Date of initial listing on GEM : 24th January 2002
Name of Sponsor(s) : Deutsche Bank AG, Hong Kong Branch

Names of directors :

*(please distinguish the status of the directors -
Executive, Non-Executive or Independent
Non-Executive)*

: *Executive Director*
Mr. Chu Chung Hong, Francis

Non-Executive Directors
Mr. Sun Qiang, Chang (Chairman)
Mr. Cheung Leung Hong, Cliff
Ms. Ho Ming Yee
Mr. Cheng Cheung Lun, Julian
Mr. Kam Ling (Vice-Chairman)
Ms. Chan Sim Ngor, Summerine

Independent Non-Executive Directors
Mr. Schöter, Johannes
Mr. Buttifant, Barry John

Name(s) of substantial shareholder(s)
(as such term is defined in rule 1.01 of the
GEM Listing Rules) and their respective
interests in the ordinary shares and other
securities of the Company :

Name of Shareholder	Number of Shares	Approximate Percentage of Shareholding
SMI Investors (PAPE II) Limited	718,428,083	39.8%
Warburg Pincus Ventures, L.P.	718,428,083	39.8%

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company : Not applicable

Financial year end date : 31st December

Registered address : P.O. Box 309, Ugland House, George Town,
Grand Cayman, Cayman Islands.

Head office and principal
place of business : Rooms 3507-09, 35/F, The Center,
99 Queen's Road Central, Hong Kong.

Web-site address (if applicable) : www.mediationinc.com

Share registrar : *Principal share registrar*
Bank of Butterfield International (Cayman) Ltd.
Butterfield House, Fort Street, P.O. Box 705,
George Town, Grand Cayman, Cayman Islands.

Hong Kong branch share registrar
Computershare Hong Kong Investor Services Limited
Rooms 1901-5, 19/F, Hopewell Centre,
183 Queen's Road East, Hong Kong.

Auditors : PricewaterhouseCoopers
33/F, Cheung Kong Center, 2 Queen's Road Central,
Hong Kong.

B. Business activities

MediaNation Inc. is a leading advertising company, which has built up one of the largest public transport advertising display networks in the People's Republic of China (the "PRC") and Hong Kong. Major Chinese cities in which the Company has contracts with public transport authorities include Beijing, Shanghai, Guangzhou, Wuhan, Tianjin, Hangzhou, Qingdao and Chengdu. The Company has the exclusive advertising rights on approximately 20,000 buses in 15 major cities in the PRC and approximately 4,300 buses in Hong Kong. The Company has also set up joint ventures with metro authorities to operate the exclusive advertising rights on several metro lines in Beijing and Shanghai. From this strong and expanding base, the Company has been expanding into other formats such as newspaper kiosks and other forms of "street furniture".

C. Ordinary shares

Number of ordinary
shares in issue : 1,803,488,985

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 1,000

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

D. Warrants

Stock code : Not applicable

Board lot size : Not applicable

Expiry date : Not applicable

Exercise price : Not applicable

Conversion ratio : Not applicable
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding : Not applicable

No. of shares falling to be issued upon the exercise of outstanding warrants : Not applicable

E. Other securities

Pre-IPO Shares Options Plans

Prior to the listing of the Company's shares on GEM, the board of directors was authorised, at its absolute discretion, to grant options (the "Pre-IPO Shares Options") to certain directors and employees of the Group to subscribe for ordinary shares in the Company under the terms of several share option plans (the "Pre-IPO Shares Options Plans"). The exercise prices of these options are in the range of US\$0.038095 to US\$0.206841 per share (pending adjustment in accordance with the terms of the Pre-IPO Share Option Plans as a result of the open offer stated in the Company's prospectus dated 10th July 2003). A total number of 56,875,630 share options (pending adjustment in accordance with the terms of the Pre-IPO Share Option Plans as a result of the open offer stated in the Company's prospectus dated 10th July 2003) remain outstanding as at the date of this form.

Post-IPO Shares Options Scheme

On 8th January 2002, the Company conditionally adopted a further share option scheme (the "Share Option Scheme") for a period of ten years from the date on which the Share Option Scheme was adopted. The Share Option Scheme became unconditional upon the listing of the Company's shares on GEM on 24th January 2002. The principal purpose of the Share Option Scheme is to recognise the significant contributions of the full-time employees, executive directors, non-executive directors, any consultants or advisors of or to any members of the Group to the growth of the Group by rewarding them with opportunities to obtain ownership interests in the Company and to further motivate and give incentives to these persons to continue to contribute to the Group's long term success. A total number of 3,804,000 share options (pending adjustment in accordance with the terms of the Share Option Scheme as a result of the open offer stated in the Company's prospectus dated 10th July 2003) at the exercise price of HK\$0.89 per share (pending adjustment in accordance with the terms of the Share Option Scheme as a result of the open offer stated in the Company's prospectus dated 10th July 2003) remain outstanding as at the date of this form.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chu Chung Hong, Francis

Sun Qiang, Chang

Cheung Leung Hong, Cliff

Ho Ming Yee

Cheng Cheung Lun, Julian

Kam Ling

Chan Sim Ngor, Summerine

Schöter, Johannes

Buttifant, Barry John