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MediaNation Inc.

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MediaNation Inc. (the “**Company**”) will be held at Rooms 3507-09, 35th Floor, The Center, 99 Queen’s Road Central, Hong Kong SAR on Monday, 10th May 2004, at 11:00 a.m. for the following purposes:

1. To consider, approve and adopt the audited financial statements of the Company for the year ended 31st December 2003, the report of the directors of the Company (the “**Directors**”) for the year ended 31st December 2003 and the report of the auditors of the Company (the “**Auditors**”) for the year ended 31st December 2003;
2. To re-elect retiring Directors, namely Mr. Barry John Buttifant, Ms. Chan Man Ki, Summerine and Mr. Sun Qiang, Chang for a further and additional term of three years from the date of the Annual General Meeting, and to authorise the Board of Directors to determine the Directors’ fees;
3. To re-appoint the Auditors and to authorise the Board of Directors to determine their remuneration;

4. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution upon the terms set out below which will be proposed as an ordinary resolution (*Note 3*):

“4. MANDATE TO ALLOT SHARES

THAT:-

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued ordinary shares of HK\$0.10 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:-
 - (i) a Rights Issue (as defined below); or
 - (ii) the exercise of the subscription rights under any option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to participants of such scheme or arrangement or rights to acquire Shares; or
 - (iii) any issue of Shares upon the exercise of the subscription rights attaching to any warrants or convertible notes of the Company or any securities which are convertible into Shares; or
 - (iv) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company

shall not exceed the aggregate of:-

- (A) 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and
- (B) an amount representing the aggregate nominal value of Shares repurchased by the Company pursuant to the mandate referred to in ordinary resolution no. 5 set out in the Notice of which this resolution forms part, provided that such value shall not exceed 10 percent of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of the ordinary resolution no. 5 set out in the Notice of which this resolution forms part

and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:-

“Relevant Period” means the period from the date on which this resolution is passed until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Law of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution upon the terms set out below which will be proposed as an ordinary resolution (*Note 4*):

“5. MANDATE TO REPURCHASE SHARES

THAT:-

- (a) subject to paragraph (b) below and subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase ordinary shares of HK\$0.10 each in the capital of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:-

“**Relevant Period**” means the period from the date on which this resolution is passed until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Law of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution (*Note 5*):

“6. AMENDMENTS TO ARTICLES OF ASSOCIATION

“**THAT** the Articles of Association of the Company be and is hereby amended by:-

- (A) adding the following definition immediately after the definition of “these Articles” in Article 2:

“Associate” shall have the same meaning as defined under Rule 1.01 of the Listing Rules;

- (B) deleting in the first to third lines of the definition of “recognised clearing house” in Article 2 the words “shall have the meaning ascribed thereto in section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong” and substituting therefor the words “shall mean a “recognized clearing house” within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) as in force from time to time” immediately after the word “house””;

- (C) inserting in the second line of Article 76 the words “a poll is required under the Listing Rules or” immediately after the word “unless”;

- (D) deleting the last word “or” in the fourth line of section (b) of Article 76;

- (E) deleting “.” in the eighth line of section (c) of Article 76 and substituting therefor the word “; or”;

- (F) inserting immediately after section (c) of Article 76 the following new section (d) of this Article 76:

“(d)any member or members present in person (or in the case of a member being a corporation, by its duly authorized representative) or by proxy and representing in aggregate not less than one-tenth of the voting rights of all members having the right to attend and vote at the meeting.”;

- (G) deleting in the first line of the last paragraph of Article 76 the words “demanded and not withdrawn” and substituting therefor the words “required under the Listing Rules or duly demanded and in the latter case, the demand is not withdrawn”;

(H) inserting immediately after Article 85(b) the following new Article:

“85(c) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

with the following marginal notes:

“Votes not to be counted
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r.14”;

(I) deleting in the third line of Article 103(c) the words “in respect of” and substituting therefor the word “approving” and inserting in the fifth line the words “or any of his Associates” immediately after the word “he”;

(J) inserting in Article 103(c)(i)(aa) the words “or his Associate(s)” in the first line immediately after the word “Director” and inserting the words “or any of them” in the third line immediately after the word “him” and inserting the words “(within the meaning as defined in Rule 1.01 of the Listing Rules); or” immediately after the word “subsidiaries” at the end of this Article 103(c)(i)(aa);

(K) inserting in the fourth line of Article 103(c)(i)(bb) the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries”, inserting in the fifth line the words “or his Associate(s)” immediately after the word “Director” and the words “/themselves” immediately after the word “himself”;

(L) deleting in the seventh line of Article 103(c)(ii) the words “is or is” immediately after the word “Director” and substituting therefor the words “or his Associate(s) is/are or is/are”;

(M) deleting Article 103(c)(iii) in its entirety and substituting therefor the following new Article:

- “103.(c)(iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer, executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;”;
- (N) inserting in the third line of Article 103(c)(iv) the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries”;
- (O) deleting in the fifth line of Article 103(c)(iv)(aa) the word “he” immediately after the word “which” and substituting therefor the words “the Director or his Associate(s)” and inserting the word “or” immediately after the word “benefit;” at the end of this Article 103(c)(iv)(aa);
- (P) inserting in Article 103(c)(iv)(bb) the words “(or their Associates)” in the sixth line immediately after the word “Directors”, inserting in the eighth line the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries” and inserting the words “, or his Associate(s),” in the ninth line immediately after the word “Director”;
- (Q) deleting in the second line of Article 103(c)(v) the word “is” immediately after the word “Director” and substituting therefor the words “or his Associate(s) is/are” and inserting in the fifth line of the same Article the words “/their” immediately after the word “his”;
- (R) deleting in the second and third lines of Article 103(e) the words “a Director’s interest” immediately after the word “of” and substituting therefor the words “the interest of a Director or his Associate(s)”; and inserting in the twelfth line the words “or of his Associate(s)” immediately after the words “interest of the Chairman”; and inserting in the nineteenth line of the same Article the words “and of his Associate(s)” immediately after the words “Chairman”;

- (S) deleting Article 103(f) in its entirety;
- (T) deleting in the second line of Article 108(c)(i) the words “(as defined in Article 103(f) above)” immediately after the word “Associates”;
- (U) deleting in the second and third lines of Article 112 the words “(other than the Managing Director or Joint Managing Director)” immediately after the word “Directors” and inserting in the fifth line of the same Article the words “or in such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations and may be prescribed by the applicable regulatory authority from time to time,” immediately after the word “one-third,”
- (V) deleting Article 116 in its entirety and substituting therefor the following new Articles:

“116. (a) No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting, unless notice in writing by a member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a Director and also notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged with the Secretary during such period as may from time to time be designated by the Company.

(b) The period for lodgment of the notice(s) referred to in Article 116(a) above shall be at least 7 days, which shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”;

(W)deleting in the Memorandum and Articles of Association all references to the Companies Law (2001 Second Revision) and replacing them with references to the Companies Law (2003 Revision).”

By Order of the Board
Sun Qiang, Chang
Chairman

Hong Kong, 29th March 2004

Head office and principal place of business:

Rooms 3507-09, 35th Floor
The Center
99 Queen’s Road Central
Hong Kong SAR

Registered office:

P.O. Box 309
Ugland House
George Town
Grand Cayman
Cayman Islands

Notes:

1. Shareholders whose names appear on the register of members of the Company at the close of business on 5th May 2004 are entitled to attend the Annual General Meeting upon completion of the necessary registration process. In order to establish the identity of the members who are entitled to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong SAR, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR for registration, not later than 4:00 p.m. on 4th May 2004. Each of the shareholders of the Company (or his proxy) shall exercise his voting rights according to the number of Shares with voting rights represented by him and shall be entitled to one vote for each Share held.
2. Every shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company. A proxy form is attached. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong

SAR at Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the Annual General Meeting in person if the shareholder so desires.

3. In relation to the proposed Resolution No. 4 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"). The Directors have no immediate plans to issue any new securities of the Company pursuant to the said general mandate other than shares which may fall to be issued upon the exercise of any options granted under the share option scheme of the Company or any scrip dividend scheme.
4. A circular appended with an explanatory statement containing further details regarding the proposed Resolution No. 5 above of the notice of this Annual General Meeting as required by the GEM Listing Rules will be dispatched to the shareholders of the Company together with the 2003 annual report.
5. The proposed Resolution No. 6 is mainly to facilitate compliance with the recent changes of the GEM Listing Rules.
6. If two or more persons are joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). 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.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market 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:

- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- (2) there are no other matters the omission of which would make any statement in this announcement misleading; and,*
- (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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