

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **M Channel Corporation Limited**
流動廣告有限公司*

Stock code (ordinary shares) : **8036**

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 18th day of August, 2004.

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 28 July 2000

Name of Sponsor(s) : N/A

* For identification purpose only

Names of directors
 (please distinguish the
 status of the directors –
 Executive, Non-Executive
 or Independent Non-Executive) : *Executive Directors:*

Mr. Li Kai
 Mr. Xing Jing
 Mr. Wong Kun To

Independent Non-Executive Directors:

Mr. Pang Hong
 Ms. Fung Wan Yiu, Agnes

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	Number of shares held in the Company	Approximate percentage of total issued shares of the Company
Mr. Qin Hui (<i>Note 1</i>)	561,364,280	52.91%
Strategic Media International Limited (<i>Note 1</i>)	561,364,280	52.91%
SMI Corporation Limited (<i>Note 2</i>)	285,500,562	26.91%
Joyful Growth Limited (<i>Note 2</i>)	285,500,562	26.91%
Asiacreation Management Limited (<i>Note 2</i>)	285,500,562	26.91%
Dr. Chan Kwok Keung, Charles (<i>Note 3</i>)	199,840,625	18.84%
Ms. Ng Yuen Lan, Macy (<i>Note 3</i>)	199,840,625	18.84%
Chinaview International Limited (<i>Note 3</i>)	199,840,625	18.84%
Galaxyway Investments Limited (<i>Note 3</i>)	199,840,625	18.84%

ITC Corporation Limited (Note 3)	199,840,625	18.84%
ITC Investment Holdings Limited (Note 3)	199,840,625	18.84%
Hero's Way Resources Ltd. (Note 3)	199,840,625	18.84%
Prime Capital Corporation Limited (Note 3)	199,840,625	18.84%

Notes:

1. Of the 561,364,280 shares, 275,863,718 shares were directly held by Strategic Media International Limited (“SMI”), of which Mr. Qin Hui held the entire issued share capital thereof, and 285,500,562 shares were indirectly held by SMI Corporation Limited (“SMI Corporation”) of which SMI owned approximately 47.40% of the issued ordinary share capital thereof. Mr. Qin Hui was therefore deemed to be interested in all the 561,364,280 shares.
2. Asiacreation Management Limited (“Asiacreation”) was a direct wholly-owned subsidiary of Joyful Growth Limited which was in turn wholly owned by SMI Corporation.
3. A conditional agreement dated March 26, 2004 entered into between SMI and Asiacreation for the disposal of a total of 285,500,562 shares in the Company by Asiacreation to SMI (the “Proposed Disposal”). The Proposed Disposal has been approved by the independent shareholders of SMI Corporation at the special general meeting held on 11 May 2004. The completion of the Proposed Disposal is subject to the fulfilment of the conditions as set out in the circular of SMI Corporation issued on 23 April 2004 on or before 31 October 2004 (or such later date as the parties may agree in writing).
4. Prime Capital Corporation Limited was a wholly owned subsidiary of Hero's Way Resources Ltd. Hero's Way Resources Ltd. was a wholly owned subsidiary of ITC Investment Holdings Limited which was, in turn, a wholly owned subsidiary of ITC Corporation Limited. Galaxyway Investments Limited, a wholly owned subsidiary of Chinaview International Limited, owned approximately 33.58% of the issued ordinary share capital of ITC Corporation Limited. Chinaview International Limited was in turn wholly owned by Dr. Chan Kwok Keung, Charles (“Dr. Charles Chan”). Ms. Ng Yuen Lan, Macy, the spouse of Dr. Charles Chan, was deemed to be interested in the same interests in the shares as Dr. Charles Chan.

Name(s) of company(ies)
listed on GEM or the
Main Board of the Stock
Exchange within the same
group as the Company

: N/A

Financial year end date : 31 March

Registered address : Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda

Head office and principal
place of business : 29/F., Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Web-site address (if applicable) : www.m-channel.tv

Share registrar : *Principal Share Registrar and Transfer Office:*
Reid Management Limited,
Argyle House,
41A Cedar Avenue,
Hamilton HM12,
Bermuda

Hong Kong Branch Share Registrar and Transfer Office:
Tengis Limited,
G/F., BEA Harbour View Centre,
56 Gloucester Road,
Wanchai,
Hong Kong

Auditors : Deloitte Touche Tohmatsu
26/F., Wing On Center,
111 Connaught Road Central,
Hong Kong

B. Business activities

The Group is principally engaged in the out-of-home audio and video media business under the brand name "M Channel" in Hong Kong and the PRC.

C. Ordinary shares

Number of ordinary shares in issue : 1,060,901,300

Par value of ordinary shares in issue : HK\$0.002

Board lot size (in number of shares) : 10,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

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

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

N/A

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 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:

Wong Kun To
*On behalf of each of the Directors
of the Company*