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Media Partners International Holdings Inc.
(媒體伯樂集團有限公司) *
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8072)

**ESTABLISHMENT OF A SINO-FOREIGN
CO-OPERATIVE JOINT VENTURE IN SHANGHAI,
THE PEOPLE'S REPUBLIC OF CHINA**

Pursuant to the GEM Listing Rules, the Board is pleased to announce that on 2nd September, 2004, MPIL, a wholly-owned subsidiary of the Company, has entered into a Joint Venture Agreement with Shanghai Donghu Decoration, an independent third party, under which, inter alia, MPIL and Shanghai Donghu Decoration have agreed to jointly establish Shanghai Donghu MPI in Mainland China.

Pursuant to the GEM Listing Rules, the Board is pleased to announce that on 2nd September, 2004, MPIL, a wholly-owned subsidiary of the Company, entered into the Joint Venture Agreement with Shanghai Donghu Decoration (which together with its ultimate beneficial owner are third parties independent of the Company and connected persons of the Company as defined in the GEM Listing Rules) whereby MPIL and Shanghai Donghu Decoration have agreed to establish, subject to relevant approvals from the related PRC regulatory authorities which may be subject to such conditions as they may consider appropriate, a sino-foreign co-operative joint venture advertising agency in Mainland China on terms outlined as follows:-

- 1) The joint venture would be tentatively named as “Shanghai Donghu - MPI Advertising Company Limited 上海東湖 - 媒體伯樂廣告有限公司”.
- 2) The total investment for Shanghai Donghu MPI would be US\$1,700,000 (approximately HK\$13,260,000). The registered capital for Shanghai Donghu MPI would be US\$1,200,000 (approximately HK\$9,360,000) of which (i) US\$840,000 (approximately HK\$6,552,000) would be contributed in cash by MPIL; (ii) US\$360,000 (approximately HK\$2,808,000) would be contributed in cash by Shanghai Donghu Decoration. The capital contribution by MPIL would be funded by internal resources of the Group.
- 3) Shanghai Donghu MPI would be engaged in the outdoor advertising agency business in Mainland China with its principal business, upon formal establishment, being the securing of exclusive advertising rights within Shanghai Metro Line 4 and marketing of associated advertising media therein.
- 4) The board of directors of Shanghai Donghu MPI would consist of three directors, of which two would be nominated by MPIL and one would be nominated by Shanghai Donghu Decoration.

- 5) The chairman of the board of Shanghai Donghu MPI would be nominated by MPIL and the deputy chairman would be nominated by Shanghai Donghu Decoration respectively. The general manager (who would be responsible for, inter alia, the overall operations of Shanghai Donghu MPI) and the financial controller would be nominated by MPIL.

Definitions

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	Means the board of Directors of the Company
“Company”	Means Media Partners International Holdings Inc., a company incorporated in the Cayman Islands and whose shares are listed on GEM.
“Director(s)”	Means the director(s) of the Company
“GEM”	Means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Means the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	Means the Company and its subsidiaries (including Shanghai Donghu MPI to be established) with its principal business being the management and operation of a prominent network of outdoor advertising media in the PRC and Hong Kong
“HK\$”	Means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Means the Hong Kong Special Administrative Region of the PRC
“Joint Venture Agreement”	Means a sino foreign co-operative joint venture agreement entered into between MPIL and Shanghai Donghu Decoration on 1 st September, 2004 for the establishment of Shanghai Donghu MPI
“Mainland China”	Means PRC, which for the purposes of this announcement, excludes Hong Kong, Macau and Taiwan
“MPIL ”	Means Media Partners International Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“PRC”	Means the People’s Republic of China
“Shanghai Metro Line 4”	Means a metro line consisting of 17 stations in Shanghai (presently expected to be fully operational in 2005)
“Shanghai Donghu MPI”	Means Shanghai Donghu – MPI Advertising Company Limited 上海東湖－媒體伯樂廣告有限公司, a sino-foreign co-operative joint venture enterprise with limited liability to be established in Mainland China pursuant to the Joint Venture Agreement

“Shanghai Donghu Decoration”	Means 上海東湖廣告裝飾有限公司 (informally translated for present purposes as “Shanghai Donghu Advertising and Decoration Company Limited”) a limited liability company established under the laws of the PRC which is independent from the Company, the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of their respective subsidiaries or associates as defined under the GEM Listing Rules
“Stock Exchange”	Means The Stock Exchange of Hong Kong Limited
“US\$”	Means United States Dollars, the lawful currency of the United States of America

US\$1 = HK\$7.80

By order of the Board
Law Cheuk Kin, Stephen
Company Secretary

Hong Kong, 2nd September, 2004

As at the date hereof, the executive directors of the Company are Mr. George Ka Ki Chang, Ms. Winnie Pik Shan To and Mr. Tony Cheung Kin Au-Yeung; the non-executive director is Mr. Gerald Lokchung Chan; the independent non-executive directors are Mr. Meocre Kwok Wing Li, Mr. Paul Laurence Saffo and Mr. Philip Tit Hon Hung.

This announcement, 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: (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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* *For identification only*