

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



MediaNation Inc.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8160)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MediaNation Inc. (the “**Company**”) will be held at Room 6703, Two International Finance Centre, 8 Finance Street, Central, Hong Kong SAR on Monday, 9th May 2005, at 2:00 p.m. for the following purposes:

1. To consider, approve and adopt the audited financial statements of the Company for the year ended 31st December 2004, the report of the directors of the Company (the “**Directors**”) for the year ended 31st December 2004 and the report of the auditors of the Company (the “**Auditors**”) for the year ended 31st December 2004;
2. To re-elect retiring Directors, namely Mr. Cheung Leung Hong, Cliff, Mr. Johannes Schöter and Mr. Duck Young Song 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. ”

By Order of the Board
Cheng Ka Chung
Company Secretary

Hong Kong, 30th March 2005

Head office and principal place of business:

Room 3507, 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. 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 1712-1716, 17th 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 2004 annual report.
5. 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.

6. In relation to the proposed Resolution No. 2 above, the details of the directors proposed to be re-elected, namely Mr. Cheung Leung Hong, Cliff, Mr. Johannes Schöter and Mr. Duck Young Song are as below:

Mr. Cheung Leung Hong, Cliff

Mr. Cheung Leung Hong, Cliff, aged 43, became a non-executive director of the Company in March 1998. He is the managing director and chief investment officer of PAMA Group and a member of its investment committee. PAMA Group, is one of the largest and longest established private equity firms in Asia. Since joining PAMA in 1986 at its inception, Mr. Cheung has held various investment and post investment responsibilities with PAMA in Asia and with the corporate finance and leverage buyout groups of The Prudential Insurance Company of America in the United States. Prior to joining PAMA, Mr. Cheung worked with the Hong Kong branch of Hamburgische Landesbank and the investment team of American International Assurance Co., Ltd. in Hong Kong. Mr. Cheung holds the Chartered Financial Analyst designation and is a graduate of the University of Hong Kong.

Mr. Cheung has no service contract with the Company and is not appointed for specific terms. A fixed annual fee will be paid to Mr. Cheung as remuneration for his services rendered as a non-executive director of the Company, which is determined based on the estimated time to be spent by him on the Company's matter.

SMI Investors (PAPE II) Limited, one of the substantial shareholders of the Company, belongs to PAMA Group in which Mr. Cheung is its managing director. In addition, a director of PAMA Group, namely Ms. Ho Ming Yee, is a non-executive director and a member of the audit committee of the Company. Save as the above, Mr. Cheung does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Cheung does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Mr. Cheung is currently a director of Meritz Securities Company Limited and was previously a director of KorAm Bank. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Company's shareholders.

Mr. Johannes Schöter

Mr. Johannes Schöter, aged 49, became an independent non-executive director of the Company in July 2002. He is also the managing partner of

Victoria Capital Limited in Hong Kong. Victoria Capital is a corporate finance advisory firm with main activities in merger and acquisition and fundraising. Mr. Schöter joined Deutsche Bank AG (“DB”) in 1979 after his graduation from university and became the chief representative of DB in Beijing in 1983 till 1988. Mr. Schöter returned to Germany afterwards and joined the Duisburg branch of DB as general manager. In 1991 Mr. Schöter was appointed as the general manager of Tokyo branch of DB. Mr. Schöter became the general manager of DB for China, Hong Kong and Macau in 1995 before he founded Victoria Capital in 1998 together with a partner. Mr. Schöter holds a master degree in business administration from the Augsburg University in 1978.

Mr. Schöter has no service contract with the Company and is not appointed for specific terms. A fixed annual fee will be paid to Mr. Schöter as remuneration for his services rendered as an independent non-executive director and chairman of the audit committee of the Company, which is determined based on the estimated time to be spent by him on the Company’s matter.

Mr. Schöter does not have any relationships with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company. Mr. Schöter holds 10,152,000 ordinary shares of HK\$0.1 each in the Company and 1,000,000 share options with exercise price HK\$0.115 pursuant to the Company’s share option scheme approved on 8th January 2002. Mr. Schöter did not hold any directorships in listed public companies in the last three years. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Company’s shareholders.

Mr. Duck Young Song

Mr. Duck Young Song, aged 61, became an independent non-executive director of the Company in September 2004. He is currently the chairman and chief executive officer of Diageo Korea Co., Ltd. and a partner of Gravitas Partnership, Ltd., a business consulting group specializing in Asian markets. Mr. Song is an experienced international executive with 20 years of multi-market operational experience in Asia and 13 years in advertising and marketing communication in the United States combined. For the past five years, Mr. Song was the chief executive officer and president of Philip Morris Asia, responsible for restructuring and expanding the firm’s business for the entire region except Japan. Prior to that, he was the chief executive officer of Philip Morris Korea for ten

years where he successfully established the firm's business operation from top to bottom. Before relocating to Asia, Mr. Song spent 13 years in the advertising and marketing communication industry in the United States combined, with the last position as the president of Song Communications. He embarked on his career as an account executive with Ogilvy & Mather, Inc. in the United States. Mr. Song graduated from the University of Illinois in 1968 with a bachelor of science degree in industrial management and received a master of business administration degree in marketing from Wharton Graduate Business School, University of Pennsylvania in 1969.

Mr. Song has no service contract with the Company and is not appointed for specific terms. A fixed annual fee will be paid to Mr. Song as remuneration for his services rendered as an independent non-executive director of the Company, which is determined based on the estimated time to be spent by him on the Company's matter.

Mr. Song does not have any relationships with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company. In addition, Mr. Song does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Mr. Song did not hold any directorships in listed public companies in the last three years. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Company's shareholders.

As at the date of this announcement, the Board comprises:

Executive Director

Mr. Chu Chung Hong, Francis

Non-Executive Directors

Mr. Sun Qiang, Chang

Mr. Cheung Leung Hong, Cliff

Ms. Ho Ming Yee

Mr. Cheng Cheung Lun, Julian

Independent Non-Executive Directors

Mr. Johannes Schöter

Mr. Barry John Buttifant

Mr. Duck Young Song

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.*

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting.