

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, 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 information sheet.

**Company name** : **Media Partners International Holdings Inc.**  
媒體伯樂集團有限公司\*

**Stock code (ordinary shares)** : **8072**

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 GEM of the Exchange (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 11<sup>th</sup> July, 2005

#### A. *General*

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 31st January 2002

Name of Sponsor(s) : N/A

Names of directors : Executive Directors  
(*please distinguish the status of the directors*  
*- Executive, Non-Executive or Independent*  
*Non-Executive*)  
George Ka Ki Chang  
Winnie Pik Shan To  
Tony Cheung Kin Au-Yeung

Non-executive Director  
Gerald Lokchung Chan

Independent non-executive Directors  
Philip Tit Hon Hung  
Meocre Kwok Wing Li  
Paul Laurence Saffo  
Francis Wen-Hou Chen

\* for identification purpose only

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	:	<b>Shareholder</b>	<b>Approximate percentage of issued share capital</b>
		Verrall Limited via Morningside CyberVentures Holdings Limited	73.38%
		Morningside CyberVentures Holdings Limited	73.38%
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	NIL	
Financial year end date	:	31st December	
Registered address	:	Century Yard Cricket Square Hutchins Drive P.O. Box 2681 GT George Town Grand Cayman British West Indies	
Head office and principal place of business	:	<p><b>Corporate Office :</b> 22<sup>nd</sup> Floor, Hang Lung Centre 2-20 Paterson Street Causeway Bay Hong Kong</p> <p><b>Principal place of business in Hong Kong :</b> Rooms 1506-1510, 15<sup>th</sup> Floor Hang Lung Centre 2-20 Paterson Street Causeway Bay Hong Kong</p> <p><b>Principal place of business in Mainland China :</b> 8 Gao An Road, Shanghai Postcode: 200030 People's Republic of China</p>	
Web-site address (if applicable)	:	www.mpih.com	

Share registrar	:	<p><b>Principal share registrar:</b></p> <p>Bank of Butterfield International (Cayman) Ltd. Butterfield House 68 Fort Street P.O. Box 705 George Town Grand Cayman Cayman Islands British West Indies</p> <p><b>Hong Kong branch share registrar:</b></p> <p>Tengis Limited G/F., BEA Harbour View Centre 56 Gloucester Road Wanchai Hong Kong</p>
Auditors	:	<p>KPMG 8<sup>th</sup> Floor, Prince's Building 10 Chater Road Hong Kong</p>

**B. Business activities**

At present, the Company and its subsidiaries, together with its associates and jointly controlled entities, manage and operate a prominent network of outdoor advertising media in Mainland China and Hong Kong.

**C. Ordinary shares**

Number of ordinary shares in issue	:	853,800,000 shares
Par value of ordinary shares in issue	:	HK\$0.10 each
Board lot size (in number of shares)	:	2,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	NIL

**D. Warrants**

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio ( <i>Not applicable if the warrant is denominated in dollar value of conversion right</i> )	:	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**

Convertible bond	:	The Company issued a convertible bond to Morningside CyberVentures Holdings Limited in the principal amount of HK\$85,000,000 on 31 <sup>st</sup> December, 2004. Details of the convertible bond are set out in the circular of the Company dated 3 <sup>rd</sup> November, 2004.
Share options granted and outstanding	:	33,298,000

**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:

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George Ka Ki Chang

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Winnie Pik Shan To

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Tony Cheung Kin Au-Yeung

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Gerald Lokchung Chan, by his lawful  
Attorney, George Ka Ki Chang

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Francis Wen-Hou Chen

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Philip Tit Hon Hung

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Meocre Kwok Wing Li

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Paul Laurence Saffo