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**JCDecaux Pearl & Dean**  
**德高貝登**

JCDecaux Pearl & Dean Ltd  
*(incorporated in Hong Kong  
with limited liability)*



**MEDIA PARTNERS INTERNATIONAL HOLDINGS INC.**  
*(incorporated in the Cayman Islands  
with limited liability)*  
(Stock Code: 8072)

**Financial adviser to the Offeror**



**CLSA Equity Capital Markets Limited**

**JOINT ANNOUNCEMENT**

**DESPATCH OF OFFER DOCUMENT RELATING TO  
MANDATORY UNCONDITIONAL CASH OFFERS BY  
CLSA LIMITED**

**FOR AND ON BEHALF OF  
JCDECAUX PEARL & DEAN LTD  
TO ACQUIRE ALL THE ISSUED SHARES  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED  
BY THE OFFEROR OR PARTIES ACTING IN CONCERT WITH IT)  
AND FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF  
MEDIA PARTNERS INTERNATIONAL HOLDINGS INC.**

**AND**

**CHANGES IN COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVES**

The respective board of directors of the Offeror and the Company are pleased to announce that the Offer Document containing details about, amongst other things, the terms of the Offer together with the relevant forms of acceptance, has been despatched to Shareholders and Optionholders on 31 October 2005.

Shareholders and Optionholders are advised to read the Offer Document carefully before making a decision in respect of the Offer.

The Offeror has nominated six persons to the board of directors of the Company. Their appointments will become effective on 31 October 2005 after the despatch of the Offer Document and the issue of this announcement.

Mr. George Ka Ki Chang has tendered his resignation as the compliance officer and authorised representative of the Company and Ms. Winnie Pik Shan To has tendered her resignation as the authorised representative of the Company with effect from 31 October 2005. Mr. Stephen Hon Chiu Wong has been appointed as the compliance officer and an authorised representative of the Company and Mr. Cheng Ka Chung has been appointed as an authorised representative of the Company, both with effect from 31 October 2005.

Reference is made to the joint announcements dated 20 September 2005, 20 October 2005, 24 October 2005 and 26 October 2005 (“**Announcements**”) issued by the Company and the Offeror in relation to the Offer. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcements.

Further to the Announcements, the respective board of directors of the Offeror and the Company are pleased to announce that the Offer Document containing details about, among other things, the terms of the Offer together with the relevant forms of acceptance, has been despatched to Shareholders and Optionholders on 31 October 2005.

Shareholders and Optionholders are advised to read the Offer Document carefully before making a decision in respect of the Offer.

#### **EXPECTED TIMETABLE**

Opening date of the Offer	Monday, 31 October 2005
Latest time for acceptance of the Offer	4:00 p.m. on Monday, 21 November 2005
Closing date of the Offer	Monday, 21 November 2005
Announcement of the results of the Offer to be published on the GEM website	7:00 p.m. on Monday, 21 November 2005
Latest date of posting of remittances for the amounts due under the Offer in respect of valid acceptances received on or before 4:00 p.m. on Monday, 21 November 2005	Thursday, 1 December 2005

#### **COMPULSORY ACQUISITION AND SUSPENSION OF DEALINGS**

**If the Offeror receives valid acceptances of the Offer for not less than 90% in value of the Offer Shares (i.e., not less than 204,606,000 Shares on the basis that there are 227,340,000 Shares affected by the Offer), the Offeror intends to exercise any rights it may have under the provisions of the Companies Law (2004 Revision) of the Cayman Islands to acquire compulsorily any outstanding Shares and to apply for a withdrawal of listing of the Shares from GEM. The number of Offer Shares would not be affected by the exercise by the Offeror of conversion rights under the convertible bond in the principal amount of HK\$85,000,000 issued by the Company. Under Rule 2.11 of the Code, to exercise such powers of compulsory acquisition, the Offeror is required to receive valid acceptances of 90% of the disinterested Shares during the period of 4 months after posting the Offer Document.**

**In such case, dealings in securities of the Company will be suspended from the closing of the Offer up to the withdrawal of the listing of the Company's securities from GEM pursuant to Rule 9.23 of the Listing Rules. Pursuant to Rule 15.6 of the Code, the Offer may not remain open for acceptance for more than 4 months from the posting of the Offer Document, unless the Offeror has by that time become entitled to exercise such powers of compulsory acquisition, in which event the Offeror must do so without delay.**

The Stock Exchange has stated that, if at the close of the Offer, the Offeror is not entitled to exercise such powers of compulsory acquisition, and less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend dealings in the Shares.

## **CHANGE OF BOARD COMPOSITION OF THE COMPANY**

The Offeror has nominated six persons, namely Mr. Jean-Charles Decaux, Ms. Isabelle Claude Michele Vitry Schlumberger, Mr. Jean-Michel Geffroy, Mr. David Bourg, Mr. Brian Kam Wai Sum and Mr. Stephen Hon Chiu Wong as directors of the Company. Their appointments will become effective on 31 October 2005 after the despatch of the Offer Document and the issue of this announcement.

**Jean-Charles Decaux**, aged 36, will be appointed as a non-executive director of the Company. Mr. Decaux is co-Chief Executive Officer of the JCDecaux group. He joined JCDecaux SA in 1989 and moved to Spain to set up and develop the Spanish subsidiary. He then developed subsidiaries in Southern Europe, Asia and South America, primarily through organic growth. He has also served as Chairman and Chief Executive of Avenir since June 1999.

**Isabelle Claude Michele Vitry Schlumberger**, aged 43, will be appointed as a non-executive director of the Company. Ms. Schlumberger, a graduate of the Institut d'Etudes Politiques de Paris and of the Paris Dauphine University, joined the Finance Department of the Havas Group in 1984 where she was responsible for investor relations after two years in the Audit Department. She joined the Avenir Havas Media Group in 1990 as Deputy Finance Director. In 1994, she was appointed Finance and Administrative Director for the English and Irish subsidiaries, Sky Sites, Mills & Allen, and David Allen in London. In October 1998, she became Chief Operating Officer for Sky Sites London, the subsidiary in charge of the transport activities for the Group in Great Britain. In June 2000, following the merger with Avenir (June 1999), she was appointed Chief Executive Officer of JCDecaux Airport in Paris, in charge of the Airport Activity in France, its worldwide coordination and the development of the Transport activity of the Group in the Southern part of the world. Since June 2003, she is also the Chief Executive Officer of JCDecaux Artvertising, offering premium communication means like neonlights and giant wraps.

**Jean-Michel Geffroy**, aged 45, will be appointed as a non-executive director of the Company. Mr. Geffroy, a graduate of ESSEC Business school in Paris with a Engineering Master degree from ENSAM in Paris, joined the JCDecaux group in 1997 as Regional City Relations Management before moving in 1998 to start-up the JCDecaux group development in Asia. In June 1999, following the merger with Asian operations of Avenir, namely Pearl & Dean companies, he was appointed Chief Executive Officer of JCDecaux Asia, to coordinate the JCDecaux group expansion throughout the region. Before joining the JCDecaux group, Mr. Geffroy held for 8 years various Business Development and Management positions at French subsidiaries of the Photo Me Group in the United Kingdom.

**David Bourg**, aged 35, will be appointed as a non-executive director of the Company. Mr. Bourg is a graduate of the Institut d'Etudes Politiques de Paris and obtained a master's degree and postgraduate diploma in economics (DEA) from the University of Paris Dauphine. He first joined the JCDecaux group in June 2001 as a development officer whose principal responsibilities lay with merger & acquisition projects. Mr. Bourg is now the Regional Finance Director for Asia of JCDecaux SA. Before joining JCDecaux SA, Mr. Bourg held various positions of responsibility in Deloitte & Touche, including audit supervisor in Buenos Aires and audit manager in Paris.

**Brian Kam Wai Sum**, aged 43, will be appointed as the Chairman and an executive director of the Company. Mr. Kam was previously the head of the PRC Division of Dun & Bradstreet Technology and Memorex Telex China prior to joining MediaNation Inc. in March 1997 as Senior Vice President of Corporate Development. He was promoted to the Chief Executive Officer of MediaNation Inc. between July 2000 and December 2002 and has been the Chairman of MediaNation Inc. since April 2005. He has over 15 years of experience in business development in the PRC, particularly in the field of information technology and telecommunications. Mr. Kam is a graduate of the Chinese University of Hong Kong.

**Stephen Hon Chiu Wong**, aged 49, will be appointed as the Chief Executive Officer and an executive director of the Company. Mr. Wong holds a bachelor's degree in economics from Sydney University and a master's degree in commerce from the University of New South Wales of Australia. He is an Australian chartered accountant and a Fellow of Hong Kong Institute of Certified Public Accountants. He has 13 years of senior media management experience in Hong Kong, including the last 7 years at the Offeror where he has been appointed as Managing Director since 2003. Before joining the media industry, he had over 10 years of experience in merchant banking in Australia. He is also the Chief Executive Officer of MediaNation Inc. since April 2005.

Mr. Jean-Michel Geffroy, Mr. David Bourg and Mr. Stephen Hon Chiu Wong are directors of the Offeror, and the other three persons nominated by the Offeror as directors of the Company are officers and/or employees of the group companies of the Offeror and/or its parent company. All of the above directors of the Company are also directors of MediaNation Inc., a company formerly listed on the Growth Enterprise Market of the Stock Exchange and a subsidiary of the Offeror. Save as disclosed above, none of the above directors of the Company has any relationship with any existing directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, none of the above directors of the Company had any discloseable interest in Shares within the meaning of Part XV of the SFO.

There are no service contracts entered into between any of the above directors of the Company and the Company or any of its subsidiaries, and therefore no emoluments are payable to them by the Group. The Company and the above directors of the Company currently do not intend to enter into any service contracts upon their appointments.

## CHANGES IN COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVES

The board of directors of the Company hereby announces that Mr. George Ka Ki Chang (“**Mr. Chang**”) has tendered his resignation as the compliance officer and authorised representative of the Company and Ms. Winnie Pik Shan To (“**Ms. To**”) has tendered her resignation as an authorised representative of the Company with effect from 31 October 2005 for personal reasons. The board of directors of the Company was not aware of any disagreement between Mr. Chang or Ms. To and the board of directors of the Company and the directors of the Company confirmed that there is no matter relating to their resignations that needs to be brought to the attention of the Shareholders. The board of directors of the Company would like to take this opportunity to express its appreciation for their contribution towards the Company during their terms of service.

The board of directors of the Company further announces that Mr. Stephen Hon Chiu Wong, whose appointment as an executive director of the Company will become effective on 31 October 2005 after the despatch of the Offer Document and the issue of this announcement, has been appointed as the compliance officer and an authorised representative of the Company and Mr. Cheng Ka Chung, the company secretary of the Company, has been appointed as an authorised representative of the Company, both with effect from 31 October 2005.

By Order of the Board of Directors of

**JCDECAUX PEARL & DEAN LTD**

**Jean-Michel Geffroy**

*Director*

By Order of the Board of Directors of

**MEDIA PARTNERS INTERNATIONAL HOLDINGS INC.**

**Cheng Ka Chung**

*Company Secretary*

Hong Kong, 31 October 2005

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information (other than that relating to the Group) contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, the opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statement in the announcement misleading.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror) contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, the opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

As at the date hereof, the board of directors of the Company comprises:

**Executive Directors**

Mr. George Ka Ki Chang  
Ms. Winnie Pik Shan To  
Mr. Tony Cheung Kin Au-Yeung  
Mr. Brian Kam Wai Sum  
Mr. Stephen Hon Chiu Wong

**Non-executive Directors**

Mr. Gerald Lokchung Chan  
Mr. Jean-Charles Decaux  
Ms. Isabelle Claude Michele Vitry Schlumberger  
Mr. Jean-Michel Geffroy  
Mr. David Bourg

**Independent Non-executive Directors**

Mr. Francis Wen-hou Chen  
Mr. Philip Tit Hon Hung  
Mr. Meocre Kwok Wing Li  
Mr. Paul Laurence Saffo

As at the date hereof, the board of directors of the Offeror comprises:

Mr. Jean-Michel Geffroy  
Mr. David Bourg  
Mr. Stephen Hon Chiu Wong

*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.*