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**JCDecaux Pearl & Dean**  
德高貝登



**JCDecaux Pearl & Dean Ltd**      **Media Partners International Holdings Inc.**  
*(incorporated in Hong Kong with limited liability)*      *(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8072)

**Financial adviser to the Offeror**



**CLSA Equity Capital Markets Limited**

**JOINT ANNOUNCEMENT  
CLOSING OF THE MANDATORY 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.,  
PRIVATISATION OF MEDIA PARTNERS INTERNATIONAL HOLDINGS INC.  
AND SUSPENSION OF TRADING**

The Offeror announces that the Offers closed at 4:00 p.m. on Monday, 5 December 2005. As at 4:00 p.m. on Monday, 5 December 2005, the Offeror had received a total of 31 valid acceptances in respect of a total of 222,435,612 Shares under the Share Offer, representing approximately 26.05% of the issued share capital of the Company and 97.84% of a total of 227,340,000 Shares under the Share Offer.

In addition, 28 valid acceptances of the Option Offer had been received in respect of 28,828,000 Share Options, representing 100% of the Outstanding Options.

Immediately before the publication of the Announcement, neither the Offeror nor any parties acting in concert with it owned any Shares or any other securities, including equity related convertible securities, warrants, options or subscription rights in respect of any equity share capital of the Company.

As at the date of the Composite Document, the Offeror and parties acting in concert with it were interested in (i) 626,550,000 Shares, representing approximately 73.38% of the total issued share capital of the Company; and (ii) the Convertible Bond.

As at 4:00 p.m. on Monday, 5 December 2005, taking into account the valid acceptances received, the Offeror and the persons acting in concert with it in aggregate own or control 848,985,612 Shares, representing approximately 99.43% of the issued share capital of the Company and of the voting rights which may be exercised at general meetings of the Company.

Since valid acceptances have been received for not less than 90% in value of the Offer Shares, the Offeror intends to proceed with the Compulsory Acquisition of all those Offer Shares which have not been acquired under the Share Offer (the “**Outstanding Shares**”) under Section 88 of the Companies Law (2004 Revision) of the Cayman Islands. Notices relating to Compulsory Acquisition will be despatched to the holders of Outstanding Shares in due course. A further announcement will be made at the time of despatch. On completion of the Compulsory Acquisition, the Company will apply to the Stock Exchange for the withdrawal of listing of the Shares on the Stock Exchange.

**The Company has applied to the Stock Exchange for the suspension of trading of the Shares from 9:30 a.m. on Tuesday, 6 December 2005 until the withdrawal of listing of the Shares on the Stock Exchange following completion of the Compulsory Acquisition.**

Reference is made to the joint announcements dated 20 September 2005, 20 October 2005, 24 October 2005, 26 October 2005, 31 October 2005 and 21 November 2005 jointly issued by the Offeror and the Company and the composite document dated 31 October 2005 jointly issued by the Offeror and the Company (the “**Composite Document**”). Terms used in this announcement shall have the same meanings as those defined in the Composite Document unless otherwise defined herein.

## **CLOSING OF THE MANDATORY CASH OFFERS AND LEVEL OF ACCEPTANCES**

The Offeror announces that the Offers closed at 4:00 p.m. on Monday, 5 December 2005. As at 4:00 p.m. on Monday, 5 December 2005, the Offeror had received a total of 31 valid acceptances in respect of a total of 222,435,612 Shares under the Share Offer, representing approximately 26.05% of the issued share capital of the Company and 97.84% of a total of 227,340,000 Shares under the Share Offer.

In addition, 28 valid acceptances of the Option Offer had been received in respect of 28,828,000 Share Options, representing 100% of the Outstanding Options.

Immediately before the publication of the Announcement, neither the Offeror nor any parties acting in concert with it owned any Shares or any other securities, including equity related convertible securities, warrants, options or subscription rights in respect of any equity share capital of the Company.

As at the date of the Composite Document, the Offeror and parties acting in concert with it were interested in (i) 626,550,000 Shares, representing approximately 73.38% of the total issued share capital of the Company; and (ii) the Convertible Bond.

As at 4:00 p.m. on Monday, 21 November 2005, the Offeror had received a total of 25 valid acceptances in respect of a total of 217,001,612 Shares under the Share Offer, representing approximately 25.41% of the issued share capital of the Company and 95.45% of a total of 227,340,000 Shares under the Share Offer.

As at 4:00 p.m. on Monday, 5 December 2005, taking into account the valid acceptances received, the Offeror and the persons acting in concert with it in aggregate own or control 848,985,612 Shares, representing approximately 99.43% of the issued share capital of the Company and of the voting rights which may be exercised at general meetings of the Company.

During the Offer Period, up to and including the date of this announcement, except pursuant to the acquisition of the Sale Shares and the acceptances of the Share Offer, the Offeror and the persons acting in concert with it have not dealt in any Shares and have not acquired or agreed to acquire any Shares and/or rights over such Shares.

Save and except for the Convertible Bond, the Company does not have any outstanding options, warrants or other securities convertible or exchangeable into Shares and no other share or loan capital of the Company has been put under option or agreed conditionally or unconditionally to be put under option and no other conversion right affecting the Shares or other derivatives in respect of securities which are being offered for or which carry voting rights has been issued or granted or agreed conditionally or unconditionally to be issued or granted.

Save as disclosed in the Composite Document and in this announcement, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to securities of the Offeror or the Company which might be material to the Offers.

## **PRIVATISATION OF MEDIA PARTNERS INTERNATIONAL HOLDINGS INC. AND SUSPENSION OF TRADING**

As stated in the announcement dated 21 November 2005, since valid acceptances have been received for not less than 90% in value of the Offer Shares, the Offeror intends to proceed with the Compulsory Acquisition of all those Offer Shares which have not been acquired under the Offer (the “**Outstanding Shares**”). Notices in relation to the Compulsory Acquisition of the Outstanding Shares pursuant to the Companies Law (2004 Revision) of the Cayman Islands (the “**Acquisition Notices**”) will be despatched to the holders of the Outstanding Shares in due course. Once the Acquisition Notices are despatched, the Offeror shall be entitled and bound to acquire those Offer Shares on the expiration of one month from the date on which such notice is given, unless the court makes an order to the contrary upon the application of a holder of Outstanding Shares. A further announcement will be made at the time of despatch of the Acquisition Notices.

**The Company has applied to the Stock Exchange for the suspension of trading of the Shares from 9:30 a.m. on Tuesday, 6 December 2005 until the withdrawal of listing of the Shares on the Stock Exchange following completion of the Compulsory Acquisition. The last day of trading of the Shares on the Stock Exchange is Monday, 5 December 2005. In that case, from Tuesday, 6 December 2005 holders of Outstanding Shares will not be able to deal in the Shares on a recognised market.**

By Order of the Board of Directors of  
**JCDECAUX PEARL & DEAN LTD**  
**Jean-Michel Jacques Geffroy**  
*Director*

By Order of the Board of Directors of  
**MEDIA PARTNERS INTERNATIONAL HOLDINGS INC.**  
**Cheng Ka Chung**  
*Company Secretary*

Hong Kong, 5 December 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. Wong Hon Chiu, Stephen  
Mr. Kam Wai Sum, Brian  
Ms. Winnie Pik Shan To

*Non-executive Directors:*

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

*Independent Non-executive Directors:*

Mr. Francis Wen-hou Chen  
Mr. Johannes Schöter  
Mr. Barry John Buttifant

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

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

*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.*