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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

**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.,**

DESPATCH OF COMPULSORY ACQUISITION NOTICES

The Offeror announces that Compulsory Acquisition notices will be despatched to Outstanding Shareholders (as defined below) on or about Wednesday, 1 March 2006.

Trading of the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 6 December 2005 until the withdrawal of listing of the Shares on the Stock Exchange following completion of the Compulsory Acquisition. It is proposed that the Shares will be withdrawn from listing on the Stock Exchange on or about 4 April 2006.

INTRODUCTION

Reference is made to the joint announcements dated 20 September 2005, 20 October 2005, 24 October 2005, 26 October 2005, 31 October 2005, 21 November 2005 and 5 December 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.

DESPATCH OF COMPULSORY ACQUISITION NOTICES

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 the remaining 4,904,388 Shares, representing approximately 0.57% of the issued share capital of the Company (the “**Outstanding Shares**”), as stated in the announcement dated 20 September 2005 jointly issued by the Offeror and the Company and in the Composite Document.

Notices in relation to the Compulsory Acquisition (“**Compulsory Acquisition Notices**”) of the Outstanding Shares pursuant to section 88(1) of the Companies Law (2004 Revision) of the Cayman Islands will be despatched to the holders of Outstanding Shares (“**Outstanding Shareholders**”) on or about 1 March 2006.

Unless an application is made to the Grand Court of the Cayman Islands within one month of the Compulsory Acquisition Notice and the Grand Court thinks fit to order otherwise, the Offeror will be entitled and bound to acquire the Outstanding Shares on or about 4 April 2006. A further announcement in relation to the Compulsory Acquisition will be made at the time of completion thereof.

As a result of the Compulsory Acquisition and with effect from completion thereof, the Offeror will become the sole owner of the entire issued share capital of the Company.

WITHDRAWAL OF LISTING

Trading of the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 6 December 2005 until the withdrawal of listing of the Shares on the Stock Exchange following completion of the Compulsory Acquisition. It is proposed that the Shares will be withdrawn from listing on the Stock Exchange on or about 4 April 2006.

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, 28 February 2006

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 this announcement misleading.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information 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 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

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

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