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## **Elite Side Profits Limited**

*(Incorporated in the British Virgin Islands  
with limited liability)*



*(Incorporated in the Cayman Islands  
with limited liability)*

### **JOINT ANNOUNCEMENT**

**(1) Despatch of composite offer and response document  
in relation to mandatory unconditional cash offers by  
Kingston Securities Limited**

**on behalf of**

**Elite Side Profits Limited**

**for all issued shares in AGL MediaTech Holdings Limited**

**(other than those already owned by**

**Elite Side Profits Limited and parties acting in concert with it)**

**and all outstanding options of**

**AGL MediaTech Holdings Limited**

**and**

**(2) appointment of executive directors**

**and change of compliance officer, company secretary**

**and qualified accountant**

### **FINANCIAL ADVISER TO ELITE SIDE PROFITS LIMITED**



**KINGSTON CORPORATE FINANCE LIMITED**

### **CO-FINANCIAL ADVISER TO ELITE SIDE PROFITS LIMITED**



**INCUBUS Corporate Finance Limited**

**INDEPENDENT FINANCIAL ADVISER  
TO THE INDEPENDENT BOARD COMMITTEE OF  
AGL MEDIATECH HOLDINGS LIMITED**



**Menlo Capital Limited**

**ALTUS CAPITAL LIMITED**

The composite offer and response document containing, among other things, details of the Offers, the advice of Menlo Capital Limited and Altus Capital Limited, the independent financial advisers to the independent board committee of AGL, and the recommendation and advice from the independent board committee of AGL to the independent shareholders of AGL and holders of Options in respect of the Offers, together with the forms of acceptance and transfer of Shares and the forms of acceptance and renunciation of Options, were despatched to the shareholders of AGL and holders of Options on 12th January, 2004 in accordance with the Takeovers Code. Unless the Offers have previously been revised or extended, the latest time and date for acceptance of the Offers will be 4:00 p.m. on Monday, 2nd February, 2004 and the Offers will close on Monday, 2nd February, 2004.

Mr. Chu and Mr. Clarence Lo have been appointed as executive directors of AGL with effect from 12th January, 2004.

Reference is made to the joint announcement made by Elite Side and AGL dated 17th December, 2003 (the “Joint Announcement”). Terms used in this announcement shall have the same meanings as those defined in the Joint Announcement unless defined otherwise herein.

## **DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT**

The composite offer and response document (the “Document”) containing, among other things, details of the Offers, the advice of Menlo Capital Limited and Altus Capital Limited, the independent financial advisers to the independent board committee of AGL, and the recommendation and advice from the independent board committee of AGL to the independent shareholders of AGL and holders of Options in respect of the Offers, together with the forms of acceptance and transfer of Shares and the forms of acceptance and renunciation of Options, were despatched to the shareholders of AGL and holders of Options on 12th January, 2004 in accordance with the Takeovers Code. Independent shareholders of AGL and holders of Options are encouraged to read the Document carefully, including the advice of Menlo Capital Limited and Altus Capital Limited, the independent financial advisers to the independent board committee of AGL, and the recommendation and advice of the independent board committee of AGL to the independent shareholders of AGL and holders of Options in respect of the Offers, before deciding whether or not to accept the Offers.

Unless the Offers have previously been revised or extended, the latest time and date for acceptance of the Offers will be 4:00 p.m. on Monday, 2nd

February, 2004 and the Offers will close on Monday, 2nd February, 2004. Elite Side will issue an announcement on the GEM website at [www.hkgem.com](http://www.hkgem.com) by 7:00 p.m. on the closing day of the Offers, stating whether the Offers have expired or have been revised or extended. Such announcement will be republished on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the next business day. If Elite Side decides to extend or revise the Offers, the announcement of such extension or revision will state the next closing date or that Offers will remain open until further notice. The Offers will then remain open for acceptance for at least 14 days.

## **APPOINTMENT OF EXECUTIVE DIRECTORS AND CHANGE OF COMPLIANCE OFFICER, COMPANY SECRETARY AND QUALIFIED ACCOUNTANT**

Mr. Chu has been appointed as the chairman and executive director of AGL and Mr. Clarence Lo has been appointed as executive director, compliance officer, company secretary and qualified accountant of AGL with effect from 12th January, 2004. Please refer to the Document for background information on Mr. Chu and Mr. Clarence Lo.

With effect from 12th January, 2004, Mr. Chan Tik Yuen has resigned as compliance officer of AGL and Mr. Tam Chi Ming, George has resigned as company secretary and qualified accountant of AGL.

The Board wishes to take this opportunity to welcome Mr. Chu and Mr. Clarence Lo to join the Board.

By order of the board of  
**Elite Side Profits Limited**  
**Chu Yen Ling**  
*Sole Director*

By order of the board of  
**AGL MediaTech Holdings Limited**  
**Chan Tik Yuen**  
*Director*

Hong Kong, 12th January, 2004

*The sole director of Elite Side accepts full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Vendor and the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, 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 (other than that in relation to the Vendor and the Group) the omission of which would make any statement in this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to Elite Side) and confirm, having made all reasonable enquiries, that to the best of their knowledge, 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 (other than that in relation to Elite Side) the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*