

Directors’ and Chief Executive’s Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2006, the interests and short positions of the directors, the chief executive or their associates in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “Model Code”), were as follows:

A. Long positions in ordinary shares of the Company as at 30 June 2006:

Number of shares held, capacity and nature of interest

Name of director	Directly beneficially owned	Through spouse or minor children	Through controlled corporation	Beneficiary of a trust	Percentage of the Company's issued share capital	
					Total	
Han Zi Jing	—	—	7,700,000	—	7,700,000	1.49%

Note: The 7,700,000 shares are held by Outdoor Media China, Inc. (“OMC”), a company incorporated in Western Samoa of Offshore Chambers. As at 30 June 2006, Mr. Han Zi Jing held approximately 98% of the issued share capital of Golden Profits Consultants Limited, which is the beneficial holder of 100% of the shares in OMC. The effective interest of Mr. Han in OMC is therefore 98%.

The interests of the directors in the share options of the Company are separately disclosed on page 34.

B. Long positions in the shares of Clear Channel Communications, Inc. as at 30 June 2006:

Clear Channel Communications, Inc. (Note 1)

Name of director	Number of shares held, capacity and nature of interest					% of issued share capital
	Directly beneficially owned	Through spouse or minor children	Through controlled corporation	Beneficiary of a trust	Total	
Mark Mays	423,704	16,712	1,022,293 (Note 2)	146,267 (Note 3)	1,608,976	0.32
Jonathan Bevan	1,500	—	—	—	1,500	0.0003
Paul Meyer	21,874	—	—	—	21,874	0.0044
Mark Thewlis	400	—	—	—	400	0.00008

- 1. Clear Channel Communications, Inc. is the ultimate holding company of the Company.
- 2. These are held through MPM Partners, Ltd, a limited partnership organised in the state of Texas, USA, where Mark Mays is the general partner and which is 25% owned by trusts which beneficiaries are Mark May's children, 27.5% owned by Mark Mays and 47.5% owned jointly by Mark Mays and his spouse.
- 3. Aggregate number of shares held by the trusts for which Mark Mays is the trustee or a co-trustee. Of the shares held by these trusts, the children of Mark Mays are the beneficiaries of approximately 36,964 shares and Mark Mays is the beneficiary of approximately 11,250 shares.

C. Long positions in the shares of Clear Channel Outdoor Holdings, Inc. as 30 June 2006:

Clear Channel Outdoor Holdings, Inc. (Note 1)

Name of director	Number of shares held, capacity and nature of interest					% of issued share capital
	Directly beneficially owned	Through spouse or minor children	Through controlled corporation	Beneficiary of a trust	Total	
Mark Thewlis	1,875	—	—	—	1,875	0.0005
Jonathan Bevan	10,625	—	—	—	10,625	0.003

- 1. Clear Channel Outdoor Holdings, Inc. is an indirect holding company of the Company.

D. Right to acquire shares in Clear Channel Communications, Inc. as at 30 June 2006:

Name of director	Date of Grant	Number of Outstanding	Option Period	Subscription Price per
		Options as at		share of Clear Channel
		30 June 2006		Communications, Inc.
Mark Mays	29/02/2000	78,335	28/02/2005 – 28/02/2007	US\$63.79
	12/02/2001	259,319	12/02/2006 – 12/02/2011	US\$55.54
	12/02/2001	1,799	12/02/2006 – 12/02/2011	US\$55.54
	14/12/2001	261,119	14/12/2006 – 14/12/2011	US\$44.31
	19/02/2003	235,006	19/02/2008 – 19/02/2013	US\$35.06
	19/02/2004	156,671	31/12/2004 – 19/02/2009	US\$42.63
	12/01/2005	217,684	12/01/2010 – 12/01/2015	US\$30.31
	16/02/2005	47,001	16/02/2010 – 16/02/2015	US\$32.88

E. Right to acquire shares in Clear Channel Outdoor Holdings, Inc. as at 30 June 2006:

Name of director	Date of Grant	Number of Outstanding Options as at		Option Period	Subscription Price per share of Clear Channel Outdoor Holdings, Inc.
		30 June 2006			
Mark Mays	11/11/2005	100,000		11/11/2010 – 11/11/2015	US\$18.00
Mark Thewlis	12/02/2001	1,756		12/02/2006 – 12/02/2008	US\$33.02
	14/12/2001	219		14/12/2004 – 14/12/2008	US\$26.35
	14/12/2001	220		14/12/2005 – 14/12/2008	US\$26.35
	14/12/2001	439		14/12/2006 – 14/12/2008	US\$26.35
	19/02/2003	1,097		19/02/2006 – 19/02/2010	US\$20.85
	19/02/2003	1,097		19/02/2007 – 19/02/2010	US\$20.85
	19/02/2003	2,197		19/02/2008 – 19/02/2010	US\$20.85
	19/02/2003	1,756		19/02/2007 – 19/02/2009	US\$25.35
	13/02/2006	6,250		13/02/2009 – 13/02/2013	US\$19.85
	13/02/2006	6,250		13/02/2010 – 13/02/2013	US\$19.85
	13/02/2006	12,500		13/02/2011 – 13/02/2013	US\$19.85

Name of director	Date of Grant	Number of Outstanding Options as at		Option Period	Subscription Price per share of Clear Channel Outdoor Holdings, Inc.
		30 June 2006			
Jonathan Bevan	29/02/2000	1,317		28/02/2005 – 28/02/2007	US\$37.93
	12/02/2001	1,756		12/02/2006 – 12/02/2008	US\$33.02
	25/07/2001	2,635		25/07/2005 – 25/07/2008	US\$31.88
	25/07/2001	2,635		25/07/2006 – 25/07/2008	US\$31.88
	14/12/2001	1,756		14/12/2005 – 14/12/2008	US\$26.35
	14/12/2001	1,757		14/12/2006 – 14/12/2008	US\$26.35
	19/02/2003	2,195		19/12/2006 – 19/02/2010	US\$20.85
	19/02/2003	2,196		19/02/2007 – 19/02/2010	US\$20.85
	19/02/2003	4,392		19/02/2008 – 19/02/2010	US\$20.85
	19/02/2004	8,783		31/12/2004 – 19/02/2009	US\$25.35
	12/01/2005	3,293		12/01/2008 – 12/01/2012	US\$17.89
	12/01/2005	3,294		12/01/2009 – 12/01/2012	US\$17.89
	12/01/2005	6,588		12/01/2010 – 12/01/2012	US\$17.89
	13/02/2006	3,125		13/02/2009 – 13/02/2013	US\$19.85
	13/02/2006	3,125		13/02/2010 – 13/02/2013	US\$19.85
	13/02/2006	6,250		13/02/2011 – 13/02/2013	US\$19.85

Name of director	Date of Grant	Number of Outstanding Options as at 30 June 2006	Option Period	Subscription Price per share of Clear Channel Outdoor Holdings, Inc.
Teo Hong Kiong	11/11/2005	2,500	11/11/2010 – 11/11/2015	US\$18.00
Paul Meyer	11/11/2005	61,483	28/02/2005 - 28/02/2007	US\$37.93
	11/11/2005	30,741	02/12/2005 – 12/02/2008	US\$33.02
	11/11/2005	17,566	14/12/2004 – 14/12/2008	US\$26.35
	11/11/2005	17,567	14/12/2005 – 14/12/2008	US\$26.35
	11/11/2005	114,183	19/02/2004 – 19/02/2009	US\$25.35
	11/11/2005	30,742	12/02/2006 – 12/02/2008	US\$33.02
	11/11/2005	35,133	14/12/2006 – 14/12/2008	US\$26.35
	11/11/2005	17,566	19/02/2006 – 19/02/2010	US\$20.85
	11/11/2005	17,567	19/02/2007 – 19/02/2010	US\$20.85
	11/11/2005	35,133	19/02/2008 – 19/02/2011	US\$20.85
	11/11/2005	91,250	11/11/2008 – 11/11/2012	US\$18.00
	11/11/2005	91,250	11/11/2009 – 11/11/2012	US\$18.00
	11/11/2005	182,500	11/11/2010 – 11/11/2012	US\$18.00

Save as disclosed above, none of the directors nor the chief executive had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Rights to Acquire Shares

Apart from as disclosed under the headings "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" above and in the "Share Option Schemes" below, at no time during the period under review were rights to acquire benefits by means of the acquisition of shares in the Company granted to any director, or his or her respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries, a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Share Option Schemes

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the Group's operations. Under the Scheme, the directors may, at their discretion, invite any employees, directors or consultants of any company in the Group to acquire options. The Scheme became effective on 28 November 2001 and, unless otherwise cancelled or amended, will remain in force for seven years from that date.

The maximum number of shares in respect of which options may be granted under the Scheme and under any other share option scheme of the Company pursuant to which options may from time to time be granted to directors, consultants, and/or employees of any company in the Group, shall initially not exceed 10% of the relevant class of securities of the Company in issue excluding, for this purpose, shares issued on the exercise of options under the Scheme and any other share option scheme of the Company. Upon the grant of options for shares up to 10% of the relevant class of securities of the Company and subject to the approval of the shareholders of the Company in general meetings, the maximum number of shares to be issued under this scheme when aggregated with securities to be issued under any other share option scheme of the Group, may be increased by the board of directors provided that the number of shares to be issued upon the exercise of all outstanding options does not exceed 30% of the relevant class of securities in issue from time to time.

No option may be granted to any person such that the total number of shares issued and to be issued upon the exercise of options granted and to be granted to such person in any 12-month period up to the date of the latest grant exceeds 1% of the issued share capital of the Company from time to time.

An option may be exercised in accordance with the terms of the Scheme at any time during the option period (and not more than seven years after the date of grant). The option period will be determined by the board of directors and communicated to each grantee. The board of directors may provide restrictions on the period during which the options may be exercised. There are no performance targets which must be achieved before any of the options can be exercised except for the share options granted on 28 May 2003 and 19 November 2003. For the share options granted on 28 May 2003 and 19 November 2003, the options will not become vested at the end of the third year after the grant date unless the Company has achieved an average annual earnings per share growth of 5% each year for the first three full financial years after the grant date. However, the board of directors retains discretion to accelerate the vesting of fixed term options in the event that certain performance targets are met.

The subscription price for the Company's shares under the Scheme will be a price determined by the board of directors and notified to each grantee. The subscription price will be the highest of: (i) the nominal value of a share; (ii) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; and (iii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant. An option shall be deemed to have been granted and accepted by an eligible participant (as defined in the Scheme) and to have taken effect when the acceptance form as described in the Scheme is completed, signed and returned by the grantee with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant.

As at 30 June 2006, the number of shares issuable under share options granted under the Scheme was 15,121,000 which represented approximately 2.9% of the Company's shares in issue as at that date. The maximum number of shares issuable under share options which may be granted to each eligible participant in the Scheme within any 12-month period up to the date of the latest grant is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

On 28 November 2001, the Company also adopted a pre-IPO share option scheme (the "Pre-IPO share option scheme") conditionally as described in the Company's prospectus dated 10 December 2001. The principal terms of the Pre-IPO share option scheme are substantially the same as the terms of the Scheme except that:

- (a) employees, directors and consultants of the Group who have contributed substantially to the growth of the Group and to the initial public offering or full-time employees and directors of the Group are eligible to participate in the Pre-IPO share option scheme;
- (b) the subscription price for the shares under the Pre-IPO share option scheme shall be equal to the offer price; and
- (c) the Pre-IPO share option scheme will remain in force for a period commencing on the date on which the Pre-IPO share option scheme is conditionally adopted by the shareholders of the Company and ending on the day immediately prior to 19 December 2001, after which period no further options will be granted but in all other respects the provisions of the Pre-IPO share option scheme shall remain in full force and effect.

As at 30 June 2006, the number of shares issuable under share options granted under the Pre-IPO share option scheme was 10,234,000, which represented approximately 2.0% of the Company's shares in issue as at that date. The maximum number of shares issuable under share options to each eligible participant in the Pre-IPO share option scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

As at 30 June 2006, the share options granted and outstanding under the Pre-IPO share option scheme and the Scheme for a consideration of HK\$1.00 per grant are set out below:

		Number of share options								Price of the Company's shares**			
Name or category of participant	Type of share option scheme	At the beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Forfeited during the year	As at 30 June 2006	Date of grant of share options*	Exercise period	Exercise price per share** HK\$	At grant date of options HK\$	Immediately before the exercise date HK\$	At exercise date of options HK\$
Directors													
Steven Yung	Pre-IPO share option scheme	2,500,000	—	—	—	—	2,500,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	1,250,000	—	—	—	—	1,250,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	1,400,000	—	—	—	—	1,400,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
		5,150,000	—	—	—	—	5,150,000						
Peter Cosgrove	Pre-IPO share option scheme	1,250,000	—	—	—	—	1,250,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	625,000	—	—	—	—	625,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	704,000	—	—	—	—	704,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
		2,579,000	—	—	—	—	2,579,000						
Han Zi Jing	Pre-IPO share option scheme	3,334,000	—	—	—	—	3,334,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	1,666,000	—	—	—	—	1,666,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	1,900,000	—	—	—	—	1,900,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
	The Scheme	1,000,000	—	—	—	—	1,000,000	19/11/2003	19/11/2006 to 19/11/2010	5.35	5.35	—	—
		7,900,000	—	—	—	—	7,900,000						
Too Hong Kiong	Pre-IPO share option scheme	1,200,000	—	—	—	—	1,200,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	600,000	—	—	—	—	600,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	670,000	—	—	—	—	670,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
		2,470,000	—	—	—	—	2,470,000						
Zou Nan Feng	Pre-IPO share option scheme	800,000	—	—	—	—	800,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	400,000	—	—	—	—	400,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	666,000	—	—	—	—	666,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
		1,866,000	—	—	—	—	1,866,000						
Zhang Huai Jun	Pre-IPO share option scheme	350,000	—	—	—	—	350,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	175,000	—	—	—	—	175,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	666,000	—	—	—	—	666,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
		1,191,000	—	—	—	—	1,191,000						
Others													
Members of senior management and other employees of the Group	Pre-IPO share option scheme	8,600,000	—	(7,550,000)	—	(250,000)	800,000	28/11/2001	28/11/2004 to 28/11/2008	5.89	—	—	—
	The Scheme	4,300,000	—	(3,775,000)	—	(125,000)	400,000	29/06/2002	29/06/2005 to 29/06/2009	5.51	5.3	—	—
	The Scheme	5,661,000	—	(4,662,000)	—	—	999,000	28/05/2003	28/05/2006 to 28/05/2010	3.51	3.5	—	—
	The Scheme	2,000,000	—	—	—	—	2,000,000	19/11/2003	19/11/2006 to 19/11/2010	5.35	5.35	—	—
		20,561,000	—	(15,987,000)	—	(375,000)	4,199,000						
In aggregate	Pre-IPO share option scheme	18,034,000	—	(7,550,000)	—	(250,000)	10,234,000						
	The Scheme	9,016,000	—	(3,775,000)	—	(125,000)	5,116,000						
	The Scheme	11,667,000	—	(4,662,000)	—	—	7,005,000						
	The Scheme	3,000,000	—	—	—	—	3,000,000						
		41,717,000	—	(15,987,000)	—	(375,000)	25,355,000						

- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period except:
- (i) For the share options granted under the Pre-IPO share option scheme, 33.3% of the options granted will vest at the end of the first full financial year (the "Period") after the grant date if the Company achieves a compounded 20% growth in its earnings before interest, tax, depreciation and amortisation (the "EBITDA") during the Period. The remaining 66.7% of the options granted will vest at the end of the second full financial year after the grant date if the Company achieves a compounded annual growth rate of 20% in its EBITDA during the first two full financial years after the grant date.
 - (ii) For the share options granted on 28 May 2003 and 19 November 2003, the options will not become vested at the end of the third year after the grant date unless the Company has achieved an average annual earnings per share growth of 5% each year for the first three full financial years after the grant date.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the options. The price of the Company's shares disclosed as at the date of the exercise of the share options will be the weighted average of the Stock Exchange closing prices over all of the exercises of options within the disclosure line.

The share option expenses recognised in the condensed consolidated income statement for employee services received during the period is HK\$2,025,000 (six months ended 30 June 2005: HK\$3,233,000).

During the period, no share options were granted by the Company.

Apart from the foregoing, at no time during the period ended 30 June 2006 was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or any of their respective spouse or minor children to acquire benefits by means of an acquisition of shares in or debentures of the Company or any other body corporate.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

The Company was informed on 2 June 2006 by Clear Channel Communications, Inc. ("CCU") that it has increased its shareholdings in the Company through on-market purchases of shares in the market in May and June 2006 through its non-wholly owned subsidiary, Clear Channel KNR Neth Antilles NV. Subsequent to the share purchases, CCU's stake in the Company increased from 50.08% to 51.62%.

As at 30 June 2006, the following interests and short positions of 5% or more in the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Name	Number of shares held	Percentage of the
		Company's issued share capital
Clear Channel KNR Neth Antilles NV	265,631,500	51.62%
The Capital Group Companies, Inc.	35,841,000	6.92%
Julius Baer Investment Management LLC	36,352,883	7.02%
FMR Corp	29,749,600	5.75%

Save as disclosed above, as at 30 June 2006, no person or corporation, other than the directors and chief executive of the Company, whose interests are set out in the section “Directors’ and Chief Executive’s Interests or Short Positions in Shares and Underlying Shares” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

Corporate Governance

The Board is committed to the principles of corporate governance for a transparent, responsible and value-driven management that is focused on enhancing shareholders’ value. In order to reinforce independence, accountability and responsibility, the role of Clear Media’s Chairman is separate from that of Clear Media’s CEO. The Board has established an Audit Committee, a Remuneration Committee and a Nomination Committee with defined terms of reference.

Corporate governance practices adopted by the Group during the six month period ended 30 June 2006 are in line with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules.

Audit Committee

The Audit Committee is comprised of a majority of independent non-executive directors with substantial expertise in finance as well as relevant market experience. The Committee has reviewed the accounting policies and practices adopted by the Group. It has also discussed with external auditors their work in relation to the interim review. As part of discharging its responsibilities, the Audit Committee has also met with the internal auditor and monitored his work on internal controls, risk management and financial reporting matters. The Committee reviewed the unaudited interim financial statements for the six month period ended 30 June 2006 and recommended their adoption to the board.

Compliance with the Code of Corporate Governance Practices of Appendix 14 of the Listing Rules

None of the directors are aware of any information that would reasonably indicate that the Company is not, or was not for any part of the six month period ended 30 June 2006, in compliance with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules.

Compliance with the Model Code of Appendix 10 of the Listing Rules

The directors confirm that the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules has been adopted, and all directors, following specific enquiry by the Company, have confirmed their compliance during the six month period under review.

Purchase, Sales and Redemption of the Company's Listed Securities

The Company has not redeemed any of its listed securities during this interim period. Neither the Company nor any of its subsidiaries has purchased or sold any of the listed securities during the said period.

Investor Relations and Communications

The Group has maintained communications with investors and analysts through regular meetings, investment conferences and electronic newsletters. The Group also maintains an investor relations website (www.clear-media.net) to disseminate information to investors and shareholders on a timely basis.

Publication of Detailed Results Announcement on the Stock Exchange's Website

Clear Media will submit to the Stock Exchange on or before 11 August 2006 a compact disc containing all the information required by paragraphs 46(1) to (9) (both paragraphs inclusive) of Appendix 16 to the Listing Rules for uploading onto the Stock Exchange's website (www.hkex.com.hk).

By Order of the Board

Clear Media Limited

Steven Yung

Chairman

27 July 2006