



SING TAO NEWS CORPORATION LIMITED

星島新聞集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1105)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sing Tao News Corporation Limited (the “Company”) will be held at the Conference Room, 3/F, Sing Tao News Corporation Building, 3 Tung Wong Road, Shau Kei Wan, Hong Kong on Thursday, 10 May 2007 at 3:30 p.m. for the following purposes:–

1. To receive, consider and approve the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006.
2. To declare final dividend for the year ended 31 December 2006.
3. To re-elect directors and to authorise the board of directors to fix their fee.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions of the Company:

A. “**THAT:**

- (a) subject to paragraph A(c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrants or otherwise) by the directors of the Company pursuant to the approval in paragraph A(a) above, otherwise than pursuant to (i) a rights issue; or (ii) any scrip dividends or similar arrangement in accordance with bye-laws of the Company as amended from time to time; or (iii) any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the employees of the

Company or its subsidiaries of shares or rights to subscribe shares of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iv) any rights of subscription or conversion under any existing convertible bonds, debentures or notes of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution; and

(c) for the purposes of these resolutions:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the bye-laws of the Company to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

B. “THAT:

(a) subject to paragraph B(b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

(b) the aggregate nominal amount of shares of the Company to be purchased, or agreed conditionally or unconditionally to be purchased, by the Company pursuant to the approval in paragraph B(a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

C. “THAT subject to the passing of resolutions No. 5A and No. 5B set out above, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution No. 5B shall be added to the aggregate nominal amount of shares in the capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the authority granted pursuant to the abovementioned resolution No. 5A.”

6. To consider as special business and, if thought fit, pass with or without modification, the following resolution as a special resolution of the Company:

“**THAT** the existing bye-laws of the Company be and are hereby amended in the following manner:

Bye-law 44

By deleting the first sentence of bye-law 44 in its entirety and replacing therewith the following sentence:

“The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act.”.

Bye-law 63

By inserting the words “or in the case of a Member being a corporation by its duly authorised representative” after the words “the Members present in person” appearing in the last sentence of bye-law 63.

Bye-law 66

1. By inserting the sentence “Notwithstanding anything contained in these Bye-laws to the contrary, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.” as the second last sentence of the first paragraph of bye-law 66; and
2. By replacing the letter “A” appearing at the beginning of the last sentence of bye-law 66 with the words “Subject to the rules of the Designated Stock Exchange from time to time, a”.

Bye-law 68

By deleting the last sentence of bye-law 68 in its entirety and replacing therewith the following sentence:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”.

Bye-law 86(1)

By inserting the words “or at any special general meeting” after the words “in accordance with Bye-law 87” appearing in the third sentence of bye-law 86(1).

Bye-law 86(2)

1. By deleting the word “annual” appearing in the last sentence of bye-law 86(2); and

2. By inserting the words “, in case of filling a casual vacancy on the Board,” after the words “shall hold office” appearing in the last sentence of bye-law 86(2) and inserting the words “in case of an addition to the existing Board, only until the next following annual general meeting of the Company and, in both cases,” after the words “the Company and” appearing in the last sentence of bye-law 86(2).

Bye-law 86(4)

1. By deleting the word “special” before the words “resolution remove a Director” appearing in bye-law 86(4) and replacing it with the word “ordinary”; and
2. By inserting the words “to the contrary” after the words “notwithstanding anything” appearing in bye-law 86(4).

Bye-law 87(1)

By deleting the existing bye-law 87(1) in its entirety and replacing therewith the following new bye-law 87(1):

“87.(1) Notwithstanding any other provisions in the Bye-laws to the contrary, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three (3) years.”.

Bye-law 87(2)

By inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” after the word “re-election” appearing in the first sentence of bye-law 87(2).

Bye-law 129

1. By replacing the letter “T” appearing at the beginning of bye-law 129 with the words “Subject to these Bye-laws, t”;
2. By deleting the words “the Members and of “appearing in the first sentence of bye-law 129; and
3. By inserting the word “Directors” before the words “present at the meeting” appearing in the last sentence of bye-law 129.”.

By Order of the Board
Cheng Lai Chu
Company Secretary

Hong Kong, 16 April 2007

As at the date of this announcement, the board of directors comprise: (1) executive directors: Mr. HO Tsu Kwok, Charles (Chairman), Mr. LO Wing Hung (Chief Executive Officer), Ms. Judy INN, Mr. JIA Hongping, Mr. LAI Ting Yiu, Mr. LAU Chung Man, Louis, Mrs. SY WONG Chor Fong, Mr. YANG Yiu Chong, Ronald Jeffrey; (2) non-executive director: Mr. LEUNG Chun Ying; and (3) independent non-executive directors: Mr. Timothy David DATTELS, Ms. HO Chiu King, Pansy Catilina, Mr. KING Richard Yun Zing, Mr. LEE Cho Jat and Mr. TUNG Chee Chen.

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one (or if he/she holds two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In case of joint holders, if more than one of the joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
3. In case of a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
4. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Company's branch share registrars and transfer office, Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
5. The register of members of the Company will be closed from 24 April 2007 to 30 April 2007, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible for attending and voting at the above meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrars and transfer office, Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23 April 2007.

* *For identification purpose only*

Please also refer to the published version of this announcement in **The Standard**.