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**If you have sold or transferred** all your shares in SING TAO NEWS CORPORATION LIMITED, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SING TAO NEWS CORPORATION LIMITED**

星島新聞集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1105)**

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Sing Tao News Corporation Limited to 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. is set out on pages 12 to 16 of this circular. Whether or not you intend to be present at the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrars and transfer office, Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

19 April 2007

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:–*

“AGM”	the annual general meeting of the Company to be held on Thursday, 10 May 2007 at 3:30 p.m. or any adjournment thereof
“CG Code”	Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules
“Company”	Sing Tao News Corporation Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares as set out in the notice of the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.2 each in the share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares as set out in the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers



**SING TAO NEWS CORPORATION LIMITED**

星島新聞集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1105)**

*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

*Non-Executive Director:*

Mr. Leung Chun Ying

*Independent Non-Executive Directors:*

Mr. Timothy David Dattels  
Ms. Ho Chiu King, Pansy Catilina  
Mr. King Richard Yun Zing  
Mr. Lee Cho Jat  
Mr. Tung Chee Chen

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business:*

3/F, Sing Tao News Corporation  
Building  
3 Tung Wong Road  
Shau Kei Wan  
Hong Kong

19 April 2007

To the Shareholders

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This circular contains information relating to (i) the proposed re-election of the Directors retiring at the AGM; (ii) the Repurchase Mandate; (iii) the Share Issue Mandate; and (iv) the proposed amendments to the bye-laws of the Company required to be sent to you in compliance with the Listing Rules so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto at the AGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with bye-law 87 of the Company's bye-laws, Mr. Timothy David Dattels, Ms. Ho Chiu King, Pansy Catilina, Mr. Lai Ting Yiu and Mrs. Sy Wong Chor Fong will retire by rotation, and being eligible, will offer themselves for re-election at the AGM. In accordance with the CG Code, Mr. Ho Tsu Kwok, Charles, the Chairman of the Company, will retire voluntarily by rotation, and being eligible, will offer himself for re-election at the AGM.

Information on such retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 17 May 2006, a general mandate was given to the Directors to exercise the powers of the Company to repurchase the Shares. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM granting the Directors authority to repurchase Shares up to 10% of the share capital of the Company in issue as at the date of the passing of the relevant resolution approving the Repurchase Mandate.

The Repurchase Mandate will, if granted, remain in effect until 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 laws or the bye-laws of the Company to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in the Appendix II to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with new Shares not exceeding 20%, which is equivalent to 176,009,507 Shares as at the Latest Practicable Date, of the issued share capital of the Company as at the date of the passing of the relevant resolution approving the Share Issue Mandate.

The Share Issue Mandate will, if granted, remain effective until 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 laws or the bye-laws of the Company to be held; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE BOARD

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In addition, if the Repurchase Mandate is granted, an ordinary resolution will also be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

In respect of the Repurchase Mandate and the Share Issue Mandate, the Directors wish to state that they have no present intention to exercise the Repurchase Mandate to repurchase the Shares nor the Share Issue Mandate to allot new Shares.

### **AMENDMENTS TO THE BYE-LAWS**

The Directors proposed to amend the bye-laws of the Company to reflect the recent relevant changes made to the Listing Rules and the Companies Act 1981 of Bermuda. The major amendments to the bye-laws of the Company are as follows:

1. Bye-law 44 shall be amended to the effect that the register and branch register of members shall now be open to inspection by public at large without charge;
2. Bye-law 86(2) shall be amended to the effect that any Director appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting instead of the first annual general meeting of the Company after his or her appointment;
3. Bye-law 86(4) shall be amended to the effect that a director may be removed by an ordinary resolution instead of a special resolution in general meeting; and
4. Bye-law 87(1) shall be amended to the effect that every Director should be subject to retirement by rotation at least once every three years and shall continue to be re-elected as a Director in a general meeting.

The proposed amendments to the bye-laws are in compliance with the applicable requirements of the laws of Bermuda. The full text of the proposed amendments to the bye-laws is contained in the notice of the AGM on pages 12 to 16 of this circular. A special resolution will be put forward at the AGM to approve the proposed amendments to the existing bye-laws of the Company.

Shareholders are advised that the bye-laws are available in English version only and the Chinese translation of the amendments to the bye-laws provided in the notice of the AGM in Chinese version is for reference only. In case of any inconsistency, the English version shall prevail.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR DEMANDING A POLL

Pursuant to the Company's bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and holding shares in the Company on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

### ACTION TO BE TAKEN

A notice convening the AGM to 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. is set out on pages 12 to 16 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrars and transfer office, Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so wish.

### RECOMMENDATION

The Directors consider that the proposed re-election of the Directors retiring at the AGM, the Repurchase Mandate, the Share Issue Mandate and the proposed amendments to the bye-laws of the Company are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
**Ho Tsu Kwok, Charles**  
*Chairman*

The following is the information, as required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM.

- (1) **Mr. Timothy David Dattels**, aged 49, has been an Independent Non-Executive Director of the Company since 2003. He is a partner of JPG Capital, L.P. based in San Francisco with a focus on Asian investing. Mr. Dattels retired as managing director of Goldman Sachs, LLC (“Goldman Sachs”) in January 2003. He was elected partner of Goldman Sachs in 1996 and was head of Investment Banking for all Asian countries outside of Japan from 1996 to 2000 where he advised several of Asia’s leading entrepreneurs and governments. In addition, he served on the firm’s Management Committee in Asia. Mr. Dattels serves as a director of Parkway Holdings Limited, and Shangri-La Asia Limited, Asia’s leading hotel brand. He is a trustee of the Asian Art Museum of San Francisco and also serves on the Dean’s Advisory Board of the Rotman School of Business at the University of Toronto as well as a member of the Asia Pacific Council of The Nature Conservancy. He was previously a director of Shenzhen Development Bank Co., Ltd. He holds a BA (Honors) from The University of Western Ontario, 1980, and a MBA from Harvard Business School, 1984.

Save as disclosed above, Mr. Dattels does not have any directorship held in any other listed public companies in the last 3 years. Mr. Dattels does not hold any position with any subsidiaries of the Company save as being a Director. He does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Dattels does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Dattels has been appointed as Independent Non-Executive Director of the Company for a term of two years commencing from 1 January 2007 subject to rotation and re-election in accordance with the Company’s bye-laws. He is entitled to receive a director’s fee of HK\$80,000 per annum. The director’s fee payable to Mr. Dattels was determined by the Board with reference to Mr. Dattels’ duties and responsibilities with the Company and the industry and market conditions.

- (2) **Ms. Ho Chiu King, Pansy Catilina**, aged 44, has been Independent Non-Executive Director of the Company since 2001. She is the managing director of Shun Tak Holdings Limited, chief executive officer and director of Shun Tak – China Travel Shipping Investments Limited, director of Sociedade de Turismo e Diversões de Macau, S.A.R.L., chairman of Macau Tower Convention & Entertainment Centre, and executive director of Air Macau Company Limited. Besides gearing her efforts in business endeavors, Ms. Ho also serves on a host of economic, social and public services. In mainland China, such participation and services include being committee member of The Chinese People’s Political Consultative Conference of Beijing, member of the Standing Committee of All-China Federation of Industry and Commerce and vice president of its Chamber of Tourism and China Women’s Chamber of Commerce, vice-chairperson of the China Society for Promotion of The Guangcai Program, and executive committee member of the Beijing Women’s Federation. In Hong Kong, she serves as vice chairperson and executive committee member of the Hong Kong Federation of Women, founding honorary advisor and director of The University of Hong Kong Foundation for Educational Development and Research, member of the board of governors of the Hong Kong Arts Centre, honorary vice president of the Hong Kong Girl Guides Association and council member of The Better Hong Kong Foundation. In Macau, Ms. Ho acts as committee member of The Government of Macau SAR Tourism Development Committee and executive president of Macau Convention & Exhibition Association. Internationally, Ms. Ho is an advisory board member of United Nations Development Programme – The Peace and Development Foundation, member of Sotheby’s International Advisory Board and member of The Pacific Asia Travel Association Sustainable Tourism Advisory Committee. Ms. Ho holds a Bachelor’s degree in marketing and international business management from the University of Santa Clara.



Save as disclosed above, Ms. Ho does not have any directorship held in any other listed public companies in the last 3 years. Ms. Ho does not hold any position with any subsidiaries of the Company save as being a Director. She does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Ho has been appointed as Independent Non-Executive Director of the Company for a term of two years commencing from 1 January 2007 subject to rotation and re-election in accordance with the Company's bye-laws. She has also been appointed as a member of the Audit Committee of the Company. She is entitled to receive an annual remuneration of HK\$150,000 for such appointments. The director's remuneration payable to Ms. Ho was determined by the Board with reference to Ms. Ho's duties and responsibilities with the Company and the industry and market conditions.

- (3) **Mr. Lai Ting Yiu**, aged 55, has been an Executive Director of the Company since 2004. He is the Chief Executive Officer of the magazine group and also a director of various subsidiaries of the Company. He is responsible for overseeing the publication of magazines of the Group. He joined the Group in 1999 as the Executive Chief Editor of Sing Tao Daily. Prior to joining the Group, he held various key positions in various renowned media companies.

Mr. Lai does not have any directorship held in other listed public companies in the last 3 years. He does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lai was granted share options for a total of 2,000,000 Shares at a subscription price of HK\$0.73 per Share. Save as disclosed above, Mr. Lai does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lai has entered into a service contract with the Group which is continuous unless terminated by not less than 3 months' notice in writing served by either party. He is entitled to the annual basic salary of HK\$2,400,000, which was determined having regard to his duties in the Group and the industry and market conditions, and certain benefits and discretionary bonus.

- (4) **Mrs. Sy Wong Chor Fong**, aged 66, has been an Executive Director of the Company since 1996. She is a director of various subsidiaries of the Company. She has been engaged in the import and export trading business for many years. She has over 30 years of experience in the distribution of consumer products in China, including distribution of photographic products.

Mrs. Sy does not have any directorship held in other listed public companies in the last 3 years. She does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mrs. Sy beneficially owns 82,584,500 Shares, representing approximately 9.38% of the issued share capital of the Company. Mrs. Sy was granted share options for a total of 577,000 Shares at a subscription price ranging from HK\$0.7056 to HK\$0.7300 per Share. Save as disclosed above, Mrs. Sy does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mrs. Sy has entered into a service contract with the Group which is continuous unless terminated by not less than 3 months' notice in writing served by either party. She is entitled to the annual basic salary of HK\$1,812,000, which was determined having regard to her duties in the Group and the industry and market conditions, and certain benefits and discretionary bonus.

- (5) **Mr. Ho Tsu Kwok, Charles**, aged 57, has been the Chairman and an Executive Director of the Company since 2000, and is also a director of various subsidiaries of the Company. He is also the chairman of Hong Kong Tobacco Company Limited and an independent non-executive director of Shun Tak Holdings Limited. Mr. Ho acquired the Group in 2001 with an aim of developing it into a leading media corporation serving global Chinese communities. Mr. Ho is a member of the Standing Committee of the Chinese People's Political Consultative Conference. In addition, he is an honorary general committee member of The Chinese Manufacturers' Association of Hong Kong, an economic consultant of Shandong Provincial Government of the People's Republic of China, an honorary trustee of Peking University, and a trustee and guest professor of University of International Business and Economics in China. He was previously an independent non-executive director of China Petroleum and Chemical Corporation and China National Aviation Company Limited.

Save as disclosed above, Mr. Ho does not have any directorship held in any other listed public companies in the last 3 years. Mr. Ho does not have any relationship with any other Directors or senior management of the Company. As at the Latest Practicable Date, Mr. Ho beneficially owns 426,197,500 Shares, representing approximately 48.42% of the issued share capital of the Company. Save as disclosed above, Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Ho has entered into a service contract with the Group which is continuous unless terminated by not less than 3 months' notice in writing served by either party. He is entitled to the annual basic salary of HK\$5,799,996, which was determined having regard to his duties in the Group and the industry and market conditions, and certain benefits and discretionary bonus.

Save as disclosed above, none of Mr. Timothy David Dattels, Ms. Ho Chiu King, Pansy Catilina, Mr. Lai Ting Yiu, Mrs. Sy Wong Chor Fong and Mr. Ho Tsu Kwok, Charles has information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and has matters that need to be brought to the attention of the Shareholders as at the Latest Practicable Date.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 880,047,537 Shares.

On the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 88,004,753 Shares. The Shares proposed to be repurchased must be fully-paid up.

### **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders. Repurchases of Shares made under the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The Companies Act 1981 of Bermuda provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2006) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2006</b>		
April	1.44	1.14
May	1.28	0.98
June	1.07	0.82
July	1.03	0.92
August	1.01	0.95
September	1.10	0.96
October	1.12	0.90
November	1.01	0.91
December	1.21	0.99
<b>2007</b>		
January	1.28	1.06
February	1.37	1.20
March	1.37	1.19
1 April – Latest Practicable Date	1.30	1.03

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

#### 6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Ho Tsu Kwok, Charles, Chairman of the Company, beneficially owned 426,197,500 Shares, representing approximately 48.42% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full, the shareholding of Mr. Ho Tsu Kwok, Charles will be increased to approximately 53.80% of the issued share capital of the Company. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligations.

## 7. GENERAL

None of the Directors, to the best of their knowledge, having made all reasonable enquiries, nor any of their respective associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 8. SHARE PURCHASES MADE BY THE COMPANY

The Company has repurchased a total of 2,592,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:–

Date of Repurchase	Number of Shares Purchased	Purchase Price	Lowest Price
		Per Share or Highest Price	
		HK\$	HK\$
17 November 2006	172,000	0.97	0.94
20 November 2006	300,000	0.98	–
21 November 2006	200,000	0.98	0.97
22 November 2006	524,000	1.00	0.97
23 November 2006	42,000	0.99	–
24 November 2006	84,000	1.00	0.99
27 November 2006	50,000	0.99	–
28 November 2006	4,000	0.98	–
29 November 2006	50,000	0.98	–
30 November 2006	100,000	0.99	–
8 December 2006	50,000	1.00	–
22 December 2006	78,000	1.03	–
29 December 2006	106,000	1.14	–
29 January 2007	60,000	1.18	1.17
16 February 2007	72,000	1.30	–
5 March 2007	400,000	1.22	–
6 March 2007	300,000	1.24	1.20



**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 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 a 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

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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).



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## NOTICE OF ANNUAL GENERAL MEETING

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### **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).

# NOTICE OF ANNUAL GENERAL MEETING

## 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 2 May 2007 to 7 May 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 30 April 2007.