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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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  
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 Wednesday, 12 May 2010 at 3:30 p.m. is set out on pages 12 to 14 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 registrar in Hong Kong, Tricor 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.

16 April 2010

\* For identification purpose only

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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 Wednesday, 12 May 2010 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
“Group”	the Company and its subsidiaries
“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”	16 April 2010, 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 exercise all the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the AGM

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## DEFINITIONS

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“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers

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## LETTER FROM THE BOARD

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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)

*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

16 April 2010

*To the Shareholders,*

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES  
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; and (iii) the Share Issue Mandate 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. Ho Tsu Kwok, Charles, Mr. Timothy David Dattels, Ms. Ho Chiu King, Pansy Catilina, Mr. Jia Hongping and Mrs. Sy Wong Chor Fong will retire by rotation at the AGM. Mr. Timothy David Dattels does not seek for re-election. Mr. Ho Tsu Kwok, Charles, Ms. Ho Chiu King, Pansy Catilina, Mr. Jia Hongping and Mrs. Sy Wong Chor Fong being eligible, will offer themselves 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 14 May 2009, 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 169,457,507 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.

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.

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## LETTER FROM THE BOARD

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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.

### **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 Wednesday, 12 May 2010 at 3:30 p.m. is set out on pages 12 to 14 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 registrar in Hong Kong, Tricor 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 will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **RECOMMENDATION**

The Directors consider that the proposed re-election of the Directors retiring at the AGM, the Repurchase Mandate and the Share Issue Mandate 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. Ho Tsu Kwok, Charles** (60) has been the Chairman and an Executive Director of the Company and a director of various subsidiaries of the Company since 2000. He is also the chairman of Hong Kong Tobacco Company Limited and an independent non-executive director of Shun Tak Holdings Limited. Mr. Ho contributes much to public affairs. He 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 of University of International Business and Economics in China.

Save as disclosed above, Mr. Ho does not have any directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. 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 50.30% 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 three months' notice in writing served by either party. For the financial year ended 31 December 2009, Mr. Ho received a director's emolument of approximately HK\$8,114,000, which was determined having regard to his duties in the Group and the industry and market conditions.

- (2) **Ms. Ho Chiu King, Pansy Catilina** (47) has been an 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 Ship Management Limited, director of Sociedade de Turismo e Diversões de Macau, S.A.R.L., chairman of Macau Tower Convention & Entertainment Centre, vice chairman of Macau International Airport Company Limited and executive director of Air Macau Company Limited. She is also a non-executive director of Qin Jia Yuan Media Services 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 standing committee member of Beijing Municipal Committee of the Chinese People's Political Consultative Conference, standing committee member of All-China Federation of Industry and Commerce and vice president of its Chamber of Tourism, 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 honorary president, 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, and deputy chief commissioner of the Hong Kong Girl Guides Association. In Macau, Ms. Ho acts as committee member of The Government of Macau SAR Tourism Development Committee and vice chairperson of Macau Convention and Exhibition Association. Internationally, Ms. Ho is a committee member of UNDP – Peace and Development Foundation, member of Sotheby's International Advisory Board and executive member of the World Travel and Tourism Council. 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 the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. 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 a letter of appointment with the Company, which is for a term of two years commencing from 1 January 2009 with renewal option for a further term of two years thereafter, and is subject to retirement and re-election by rotation 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. Jia Hongping** (46) has been an Executive Director of the Company since 2000. He is the Chief Representative of the Beijing office of the Group and also a director of various subsidiaries of the Company. Mr. Jia brings with him a wealth of experience in management, investment and government relations to the Group. Prior to joining the Group, he worked in various capacities in the government departments under the China State Council. In 1998, Mr. Jia joined the Lear Corporation China Limited as executive director and chief representative of its Beijing office. He holds a Bachelor's degree from the Beijing Institute of Technology University.

Mr. Jia does not have any directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. 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. Jia 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. Jia does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Jia has entered into a service contract with the Group which is continuous unless terminated by not less than three months' notice in writing served by either party. For the financial year ended 31 December 2009, Mr. Jia received a director's emolument of approximately HK\$1,337,000, which was determined having regard to his duties in the Group and the industry and market conditions.

- (4) **Mrs. Sy Wong Chor Fong** (69) has been an Executive Director of the Company since 1996 and 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 the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. 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 9.74% 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 three months' notice in writing served by either party. For the financial year ended 31 December 2009, Mrs. Sy received a director's emolument of approximately HK\$2,477,000, which was determined having regard to her duties in the Group and the industry and market conditions.

Save as disclosed above, none of Mr. Ho Tsu Kwok, Charles, Ms. Ho Chiu King, Pansy Catilina, Mr. Jia Hongping and Mrs. Sy Wong Chor Fong 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 847,287,537 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 84,728,753 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 Bermuda Companies Act 1981 (as amended) 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 2009) 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>2009</b>		
April	0.385	0.300
May	0.450	0.315
June	0.530	0.380
July	0.630	0.385
August	0.680	0.560
September	0.710	0.450
October	0.600	0.475
November	0.740	0.500
December	0.690	0.570
<b>2010</b>		
January	0.720	0.600
February	1.000	0.680
March	1.060	0.870
1 April – Latest Practicable Date	1.620	0.990

#### 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 50.30% of the issued share capital of the Company. The Directors are not aware of any obligation to make a mandatory offer under the Takeovers Code.

**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 did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**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 Wednesday, 12 May 2010 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 2009.
2. To declare a final dividend for the year ended 31 December 2009.
3. To re-elect directors and to authorise the board of directors to fix the directors’ 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(b) 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 in the capital 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 the 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (the “Listing Rules”) 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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.”

By Order of the Board  
**Cheng Lai Chu**  
*Company Secretary*

Hong Kong, 9 April 2010

*Notes:*

1. A member entitled to attend and vote at the meeting convened by this 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 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 registrar in Hong Kong, Tricor 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 the meeting or any adjournment thereof.
5. The register of members of the Company will be closed from 27 April 2010 to 30 April 2010, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible for attending and voting at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 26 April 2010.
6. All resolutions set out in this notice will be decided by poll at the meeting in accordance with the requirements of the Listing Rules.

*As at the date of this notice, 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 and 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.*