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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**

A notice convening the annual general meeting of Sing Tao News Corporation Limited to be held at the Conference Room, 5/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Thursday, 9 May 2019 at 3:30 p.m. is set out on pages 11 to 14 of this circular. Whether or not you intend to be present at the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 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 proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

23 April 2019

* For identification purpose only

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DEFINITIONS

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, 9 May 2019 at 3:30 p.m. or any adjournment thereof
“Board”	the board of Directors
“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”	10 April 2019, 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
“Nomination Committee”	the nomination committee of the Company
“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
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

References to time and dates in this circular are to Hong Kong time and dates.



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. Siu Sai Wo (*Chief Executive Officer*)
Mr. Ho Kent Ching Tak
Mr. Jia Hongping
Mr. Lau Chung Man, Louis
Mr. Lo Wing Hung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:

Sing Tao News Corporation Building
7 Chun Cheong Street
Tseung Kwan O Industrial Estate
Tseung Kwan O, New Territories
Hong Kong

Independent Non-Executive Directors:

Ms. Judy Chan
Ms. Ho Chiu King, Pansy Catilina
Mr. King Richard Yun Zing
Mr. Lee Cho Jat

23 April 2019

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 the proposals for (i) 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.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 87 of the Company's bye-laws, Mr. Ho Tsu Kwok, Charles, Mr. Ho Kent Ching Tak, Mr. Jia Hongping and Ms. Ho Chiu King, Pansy Catilina will retire by rotation, and being eligible, offer themselves for re-election at the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

In the re-appointment of independent non-executive directors, the Nomination Committee shall review the overall contribution and service to the Company of each retiring director, having due regard to the nomination policy and the Board diversity policy, and assess his/her independence. The Nomination Committee shall then make recommendation(s) to the Board. The Board may recommend the retiring director(s) to stand for re-election at the annual general meeting in accordance with the Company's bye-laws.

Ms. Ho Chiu King, Pansy Catilina, being an independent non-executive director of the Company for over 9 years, has given to the Company an annual confirmation of independence pursuant to the independence guidelines under Rule 3.13 of the Listing Rules. The Nomination Committee has assessed and reviewed the said annual confirmation received from Ms. Ho. The Nomination Committee has also considered Ms. Ho's extensive experience in running key offices at various public listed (less than six) and private enterprises, and in various economic, social and public services, her working profile, other experience and factors as set out in Appendix I to this circular. The re-election of Ms. Ho allows her to provide valuable and relevant insights and contribute to the diversity of the Board, in particular gender and professional experience. The Board has taken into account her contribution to the Company, accepted the recommendations from the Nomination Committee and recommended her to stand for re-election as an independent non-executive director at the AGM.

The Nomination Committee has also reviewed the performance of Mr. Ho Tsu Kwok, Charles, Mr. Ho Kent Ching Tak and Mr. Jia Hongping, and confirmed that they had satisfactorily contributed to the Group and committed to their respective roles. Accordingly, with the recommendation of the Nomination Committee, the Board has recommended all of them to stand for re-election as Directors 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 3 May 2018, 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 total number of issued Shares 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 Appendix II to this circular.

LETTER FROM THE BOARD

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 173,221,267 Shares as at the Latest Practicable Date, of the total number of issued Shares 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.

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, 5/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Thursday, 9 May 2019 at 3:30 p.m. is set out on pages 11 to 14 of this circular.

A proxy form 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 proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 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 proxy form 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,
By Order of the Board
Sing Tao News Corporation Limited
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, GBM** (69) has been the Chairman and an Executive Director of the Company and a director of various subsidiaries of the Company since 2000. Mr. Ho was awarded the “Grand Bauhinia Medal” by The Government of the HKSAR in 2014. He is also an independent non-executive director of Shun Tak Holdings Limited, a company whose shares are listed on the Stock Exchange. Mr. Ho contributes much to public affairs. He is a member of the Standing Committee of the National Committee of the Chinese People’s Political Consultative Conference. In addition, Mr. Ho 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. He is the father of Mr. Ho Kent Ching Tak, an Executive Director of the Company.

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, and he 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 49.21% of the total number of issued Shares. He was granted share options for 830,000 and 3,400,000 Shares at a subscription price of HK\$1.16 and HK\$1.01 per Share respectively. Save as disclosed above, Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (2) **Mr. Ho Kent Ching Tak** (38) has been an Executive Director of the Company since 2014. He is responsible for development of digital media and related businesses for the Group. Mr. Ho was a Non-Executive Director of the Company from 2010 to 2014; and worked for Sing Tao Newspaper in San Francisco. He has years of experience in media business development, technology investments and wealth management. Mr. Ho is the Founder and Chief Executive Officer of s28 Capital, a US\$170 million technology venture capital fund based in Silicon Valley. Previously, he worked for Goldman Sachs and was the founding partner of Harbor Pacific Capital. Mr. Ho serves on the Board of Directors of Hong Kong Science and Technology Parks Corporation (HKSTP), and the Innovation and Technology Advisory Committee of Hong Kong Trade Development Council (HKTDC), and is also an honorary trustee of Peking University. He has been appointed as an independent non-executive director of Grace Wine Holdings Limited, a company whose shares are listed on the Stock Exchange, since June 2018. Mr. Ho has also been named a 2018 Young Global Leader by the World Economic Forum (WEF). Mr. Ho holds a Bachelor of Science degree in Economics from Duke University and a Master of Business Administration degree from Stanford Graduate School of Business. He is the son of Mr. Ho Tsu Kwok, Charles, the Chairman and an Executive Director of the Company.

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, and he does not have any relationship with any other Directors or senior management of the Company. As at the Latest Practicable Date, Mr. Ho was granted share options for 2,000,000 and 4,000,000 Shares at a subscription price of HK\$1.16 and HK\$1.01 per Share respectively. Save as disclosed above, Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (3) **Mr. Jia Hongping** (55) 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 beneficially owns 2,000,000 Shares, representing approximately 0.23% of the total number of issued Shares. He was granted share options for 2,000,000 and 2,500,000 Shares at a subscription price of HK\$1.16 and HK\$1.01 per Share respectively. Save as disclosed above, Mr. Jia does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (4) **Ms. Ho Chiu King, Pansy Catilina, JP** (56) has been an Independent Non-Executive Director of the Company since 2001. She runs key offices at various public listed and private enterprises, including group executive chairman and managing director of Shun Tak Holdings Limited, chairman, chief executive officer and director of Shun Tak — China Travel Shipping Investments Limited, director of Sociedade de Turismo e Diversões de Macau, S.A., chairman of Macau Tower Convention & Entertainment Centre, executive director of Air Macau Company Limited, vice-chairman of the board of directors of Macau International Airport Co. Ltd. as well as co-chairperson and executive director of MGM China Holdings Limited. Besides gearing her efforts in business endeavors, Ms. Ho actively serves on a host of economic, social and public services. In mainland China, she is a standing committee member of Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a vice president of the Chamber of Tourism and Women's Chamber of Commerce under All-China Federation of Industry & Commerce. In Hong Kong, she is the chairperson of Hong Kong Federation of Women, and is extensively involved in supporting educational programs through her roles as founding honorary advisor and a member of the board of directors of The University of Hong Kong Foundation for Educational Development and Research, court member of The Hong Kong Polytechnic University and City University of Hong Kong, and advisory committee member on Hotel and Tourism Management at The Chinese University of Hong Kong. Internationally, she is an executive member of the World Travel and Tourism Council, and was appointed as Tourism Ambassador of The World Tourism Organisation (UNWTO) in 2018. Ms. Ho holds a Bachelor's degree in marketing and international business management from the University of Santa Clara in the United States. She was appointed Justice of the Peace by The Government of the HKSAR in 2015.

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. She does not hold any position with any subsidiaries of the Company save as being a Director. Ms. Ho 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 2019 with renewal option for a further term of two years thereafter, and is subject to retirement and re-election by rotation at the annual general meeting of the Company in accordance with the Company's bye-laws. She has also been appointed as the chairperson of the Remuneration Committee and a member of the Nomination Committee and 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 with reference to her duties and responsibilities with the Company and the industry and market conditions.

Each of Mr. Ho Tsu Kwok, Charles, Mr. Ho Kent Ching Tak and Mr. Jia Hongping 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 and is subject to retirement and re-election by rotation at the annual general meeting of the Company in accordance with the Company's bye-laws. The total amount of the directors' remuneration for the financial year ended 31 December 2018 received by each of Mr. Ho Tsu Kwok, Charles, Mr. Ho Kent Ching Tak and Mr. Jia Hongping who stands for re-election at the AGM are set out in note 8 to the financial statements on page 161 of the Company's annual report 2018. The directors' remuneration are determined having regard to their duties in the Group and the industry and market conditions. Each of them is entitled to a discretionary bonus determined at the discretion of the Board with reference to their performance and the performance of the Group.

Save as disclosed above, none of Mr. Ho Tsu Kwok, Charles, Mr. Ho Kent Ching Tak, Mr. Jia Hongping and Ms. Ho Chiu King, Pansy Catilina 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 total number of issued Shares is 866,106,337 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 86,610,633 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 2018) 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:

	Price per Share	
	Highest HK\$	Lowest HK\$
2018		
April	1.09	1.02
May	1.05*	0.97
June	1.01	0.97
July	0.97	0.92
August	0.96	0.91
September	0.95	0.89
October	0.91	0.83
November	0.93	0.82
December	0.91	0.84
2019		
January	0.90	0.85
February	0.94	0.85
March	1.00	0.84
April (up to and including the Latest Practicable Date)	1.03	0.98

* Adjusted for declaration of a special dividend of HK4 cents per ordinary share by the Company with ex-dividend date on 8 May 2018.

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 owns 426,197,500 Shares, representing approximately 49.21% of the total number of issued Shares. 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 close associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core 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.

NOTICE OF ANNUAL GENERAL MEETING



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 (“Company”) will be held at the Conference Room, 5/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Thursday, 9 May 2019 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 independent auditor for the year ended 31 December 2018.
2. To declare a final dividend for the year ended 31 December 2018.
3. To declare a special dividend.
4. To re-elect Mr. Ho Tsu Kwok, Charles as director of the Company.
5. To re-elect Mr. Ho Kent Ching Tak as director of the Company.
6. To re-elect Mr. Jia Hongping as director of the Company.
7. To re-elect Ms. Ho Chiu King, Pansy Catilina as director of the Company.
8. To authorise the board of directors of the Company (“Board”) to fix the directors’ remuneration.
9. To re-appoint auditor of the Company and to authorise the Board to fix the auditor’s remuneration.
10. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (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 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number 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) 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 for 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 total number of issued shares of the Company as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution:

“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; or
- (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.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

11. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (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 (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised 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 (“Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased, or agreed conditionally or unconditionally to be repurchased, by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set out in item 10(c) above.”

12. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“THAT subject to the passing of resolutions set out in items 10 and 11 above, the total number of shares of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution set out in item 11 shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company under the authority granted pursuant to the resolution set out in item 10.”

By Order of the Board
Sing Tao News Corporation Limited
Ip Ka Yee
Company Secretary

Hong Kong, 28 March 2019

NOTICE OF ANNUAL GENERAL MEETING

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 proxy form 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 proxy form 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. For the purpose of determining members who are qualified for attending and voting at the meeting, the register of members of the Company will be closed from Monday, 6 May 2019 to Thursday, 9 May 2019, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 3 May 2019.
6. Detailed information on certain businesses to be transacted at the meeting is set out in the circular to be sent to the shareholders of the Company.
7. All resolutions set out in this notice will be decided by poll at the meeting in accordance with the requirements of the Listing Rules.
8. If a Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at or at any time after 1:00 p.m. on the date of the Meeting, the meeting will be postponed. The Company will post an announcement on both websites of the Company (www.singtaonewscorp.com) and the Stock Exchange (www.hkexnews.hk) to notify the members of the Company of the date, time and venue of the postponed meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the board of directors comprise: (1) executive directors: Mr. HO Tsu Kwok, Charles (Chairman), Mr. SIU Sai Wo (Chief Executive Officer), Mr. HO Kent Ching Tak, Mr. JIA Hongping, Mr. LAU Chung Man, Louis and Mr. LO Wing Hung; and (2) independent non-executive directors: Ms. Judy CHAN, Ms. HO Chiu King, Pansy Catilina, Mr. KING Richard Yun Zing and Mr. LEE Cho Jat.