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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,  
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, 7/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 17 May 2024 at 3:30 p.m. is set out on pages 13 to 16 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

\* For identification purpose only

24 April 2024

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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 Friday, 17 May 2024 at 3:30 p.m. or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“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 2024, 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

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## DEFINITIONS

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“Takeovers Code”                      The Codes on Takeovers and Mergers 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.

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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. Kwok Ying Shing *(Co-Chairman)*  
Mr. Choi Karson Ka Tsan *(Co-Chairman)*  
Ms. Kwok Hiu Ting *(Vice-chairman and  
Co-Chief Executive Officer)*  
Mr. Cai Jin *(Co-Chief Executive Officer)*

*Independent Non-Executive Directors:*

Mr. Wu Ting Yuk, Anthony  
Ms. Han Yonghong  
Mr. Fan Chun Wah Andrew

*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

24 April 2024

*To the Shareholders,*

### **PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, 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.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with the bye-law 84 of the Bye-laws, Mr. Cai Jin, Mr. Wu Ting Yuk, Anthony and Ms. Han Yonghong will retire by rotation, and being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's nomination policy and board diversity policy and the Company's corporate strategy and the independence of all the independent non-executive Directors. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors at the AGM.

Each of Mr. Wu Ting Yuk, Anthony and Ms. Han Yonghong, being an individual proposed to be re-elected as an independent non-executive Director at the AGM, has confirmed his/her independence with reference to the independence guidelines under Rule 3.13 of the Listing Rules. The Board also noted that each of Mr. Wu Ting Yuk, Anthony and Ms. Han Yonghong does not have any relationship with any Directors, chief executive and senior management of the Company or substantial Shareholders, and does not serve any position within the Group save as the position of independent non-executive Director. The Nomination Committee and the Board are also not aware of any circumstance that might influence the independent judgement of Mr. Wu and Ms. Han. On this basis, the Nomination Committee and the Board are satisfied that each of Mr. Wu and Ms. Han has the required character, integrity, independence and experience to fulfil the role of independent non-executive Director and consider him to be independent in accordance with the independence guidelines set out in the Listing Rules.

Mr. Wu Ting Yuk, Anthony possesses vast experience in finance and accounting, and diverse experience and expertise through his involvement in different business sectors and public services. Notwithstanding that Mr. Wu is currently holding nine listed company directorships (including the Company), Mr. Wu has confirmed that he is aware of the responsibilities of being a director of a listed company in Hong Kong and will be able to dedicate sufficient time and attention to the Board in discharging his duties as an independent non-executive Director. Mr. Wu has shown devotion and commitment to the Board by his active participation at meetings of the Company and high attendance rate at the Board meetings and relevant Board Committee meetings and the annual general meeting held in year 2023. Based on the above, the Nomination Committee and the Board considers that Mr. Wu will be able to devote sufficient time to the Board and the re-election of Mr. Wu will allow him to contribute to the Board with a diversity of perspectives, skills and experience.

Ms. Han Yonghong has over 20 years of experience in the legal industry and has taught at various academic institutions and more than once received teaching excellence awards and outstanding scientific achievement awards.

The re-election of Mr. Wu and Ms. Han allows them to provide valuable and relevant insights and contribute to the diversity of the Board, in particular professional experience. The Board has taken into account their contribution to the Company, accepted the recommendations from the Nomination Committee and recommended them to stand for re-election as independent non-executive Directors at the AGM.

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## LETTER FROM THE BOARD

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The Nomination Committee has also reviewed the performance of Mr. Cai Jin, and confirmed that he had satisfactorily contributed to the Group and were committed to his respective roles. Accordingly, with the recommendation of the Nomination Committee, the Board has recommended him 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 12 May 2023, 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 of 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.

### **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 176,108,603 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 and have no present intention to exercise the Share Issue Mandate to allot new Shares.

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## LETTER FROM THE BOARD

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### ACTION TO BE TAKEN

A notice convening the AGM to be held at the Conference Room, 7/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 17 May 2024 at 3:30 p.m. is set out on pages 13 to 16 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

Given that no Shareholder is considered as having a material interest in the resolutions to be proposed at the AGM, no Shareholder is required to abstain from voting at the AGM for the relevant resolutions.

### RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 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 Share Option Scheme 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**  
**Kwok Ying Shing/Choi Karson Ka Tsan**  
*Co-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. Cai Jin** (37) has been an executive director and the co-chief executive officer of the Company and a director of various subsidiaries of the Company since 2021. Mr. Cai previously took up key roles in several listed companies in Hong Kong with more than 15 years' experience in media and finance. Mr. Cai is an adjunct professor at the School of Accounting and Finance of the Hong Kong Polytechnic University, an adjunct professor at the School of Communication of the Hong Kong Baptist University and the advisor of the International Business School of Zhejiang University.

Mr. Cai is the vice-chairman of Hong Kong Federation of Journalists, a committee member of the Media and Communications Training Board of the Vocational Training Council, a committee member of the Newspaper Society of Hong Kong, a committee member of Policy Research Centre for Innovation and Technology (PReCIT) of the Hong Kong Polytechnic University. He is also a member of the Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference.

Mr. Cai holds a Bachelor's Degree with honours in Business Administration in Accounting and Finance from the University of Hong Kong, a Master of Arts Degree in International Journalism Studies from the Hong Kong Baptist University and a Doctorate Degree in Business Administration from the Hong Kong Polytechnic University. Mr. Cai is also a member of the Institute of Certified Management Accountants Australia and a fellow member of the Institute of Public Accountants Australia.

Mr. Cai 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 Bye-laws. The total amount of the directors' remuneration for the financial year ended 31 December 2023 received by Mr. Cai who will stand for re-election at the AGM are set out in note 8 to the financial statements on page 119 of the Company's annual report 2023. The director's remuneration is determined having regard to his duties in the Group and the industry and market conditions. He is entitled to a discretionary bonus determined at the discretion of the Board with reference to their performance and the performance of the Group.

- (2) **Mr. Wu Ting Yuk, Anthony, G.B.S., J.P.** (69) has been an independent non-executive director of the Company since 2021. Mr. Wu has directorships in certain companies listed on the Stock Exchange: he is an independent non-executive director of China Resources Medical Holdings Company Limited (stock code: 1515), China Taiping Insurance Holdings Company Limited (stock code: 966), CStone Pharmaceuticals (stock code: 2616), Hui Xian Real Estate Investment Trust (stock code: 87001), Ocumension Therapeutics (stock code: 1477) and Power Assets Holdings Limited (stock code: 6), and is also the chairman and non-executive director of Clarity Medical Group Holding Limited (stock code: 1406) and Venus Medtech (Hangzhou) Inc. (stock code: 2500). He was also an independent non-executive director of Agricultural Bank of China Limited (stock code: 1288) and Guangdong Investment Limited (stock code: 270), the chairman and executive director of Sincere Watch (Hong Kong) Limited (stock code: 444). He was also a director of the Fidelity Funds.

Mr. Wu is the chief advisor to MUFG Bank, Ltd., the Chairman of the China Oxford Scholarship Fund and an honorary professor of the Faculty of Medicine of the Chinese University of Hong Kong and the Peking Union Medical College Hospital, and an honorary fellow of Hong Kong College of Community Medicine. Mr. Wu was formerly a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development of the Hong Kong Special Administrative Region, the chairman of the Hong Kong Hospital Authority, the chairman of the Bauhinia Foundation Research Centre, a member of the Task Force on Land Supply of the Hong Kong Special Administrative Region. He was a member of the General Committee of the Hong Kong General Chamber of Commerce from 2000 to 2017, served as its chairman from 2010 to 2012, and is currently a member of its Council.

Mr. Wu is a fellow of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and an honorary chairman of the Institute of Certified Management Accountants (Australia) Hong Kong Branch.

On 24 December 2013, the Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) found Mr. Wu's failure to observe, maintain or otherwise apply the requirements of HKICPA in preserving the “appearance” of independence by acting as an independent financial advisor on behalf of EY to a non-listed company whilst also a senior partner of EY who acted as auditors of such company in respect of the financial years ended 31 December 1995 to 31 December 1997, and is therefore a deemed auditor of that company under the Companies Ordinance, to be a professional misconduct (the “**Incident**”). Mr. Wu was ordered to pay a penalty of HK\$250,000, name removed from the register of certified public accountants for a period of two years from 23 July 2014, and together with the other respondents, were ordered to pay the costs of HK\$2 million to HKICPA. The Incident was referred to the Institute of Chartered Accountants in England and Wales by HKICPA in 2014, and was dismissed by the Institute in 2017.

Mr. Wu has a letter of appointment with the Company, which is for a term of two years commencing from 3 June 2023 with the option to renew for a further term of two year thereafter, and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. He has also been appointed as the chairman of each of the Audit Committee, Corporate Governance Committee and the Remuneration Committee and the member of the Nomination Committee of the Company. He is entitled to receive an annual remuneration of HK\$200,000 for such appointment. The director's remuneration payable to Mr. Wu was determined with reference to his duties and responsibilities with the Company and the industry and market conditions.

- (3) **Ms. Han Yonghong** (47) has been an independent non-executive director of the Company since 2021. Ms. Han is currently a professor, a Doctor of Law, a tutor to PhD students, and the deputy dean of the School of Law of the Guangdong University of Foreign Studies, the PRC. She is also a visiting scholar at the University of Wisconsin-Madison in the United States, the University of Toronto in Canada, the University of Central Lancashire in the United Kingdom, and Ritsumeikan University in Japan.

Ms. Han graduated from the Southwest University of Political Science & Law, the PRC with a Bachelor's Degree, a Master's Degree and a Doctoral Degree in Law.

Ms. Han has a letter of appointment with the Company, which is for a term of two years commencing from 3 June 2023 with renewal option for a further term of two year 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 member of each of the Audit Committee and the Nomination Committee of the Company. She is entitled to receive an annual remuneration of HK\$200,000 for such appointments. The director's remuneration payable to Ms. Han was determined with reference to her duties and responsibilities with the Company and the industry and market conditions.

Save as disclosed above, as at the Latest Practicable Date, none of the retiring Directors:

- (i) held any position in the Company or other members of the Group;
- (ii) held any directorship in any public companies the securities of which are listed in Hong Kong or overseas in the last three years;
- (iii) was interested in and/or holds any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); or
- (iv) was connected and has any relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed above, there is no other information that is required to be disclosed regarding the retiring Directors pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter concerning the retiring Directors which needs to be brought to the attention of the Shareholders.

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 880,543,017 Shares.

On the basis that no further Shares will be 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 88,054,301 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 interests 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 2023) 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 of the Company 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	0.450	0.410
May	0.450	0.395
June	0.450	0.415
July	0.455	0.410
August	0.440	0.420
September	0.440	0.395
October	0.440	0.355
November	0.400	0.330
December	0.400	0.360
<b>2024</b>		
January	0.400	0.285
February	0.385	0.330
March	0.350	0.260
April (up to and including the Latest Practicable Date)	0.350	0.290

#### 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. Choi Karson Ka Tsan, Co-Chairman of the Company, and Ms. Kwok Hiu Ting, Vice-Chairman and Co-Chief Executive Officer of the Company, beneficially own 125,000,000 Shares respectively, representing approximately 14.20% 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 (as defined in the Listing Rules) 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 (“**Company**”) will be held at the Conference Room, 7/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 17 May 2024 at 3:30 p.m. (“**Meeting**”) 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 2023.
2.
  - (a) To re-elect Mr. Cai Jin as director of the Company.
  - (b) To re-elect Mr. Wu Ting Yuk, Anthony as director of the Company.
  - (c) To re-elect Ms. Han Yonghong as director of the Company.
3. To authorise the board of directors of the Company (“**Board**”) to fix the directors’ remuneration.
4. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the Board to fix their remuneration.
5. 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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; 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.

“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).”



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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 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 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 5(c) above.

7. 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 5 and 6 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 6 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 5.”

By Order of the Board  
**Sing Tao News Corporation Limited**  
**Kwok Ying Shing/Choi Karson Ka Tsan**  
*Co-Chairman*

Hong Kong, 24 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 13 May 2024 to Friday, 17 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 May 2024.
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](http://www.singtaonewscorp.com)) and the Stock Exchange ([www.hkexnews.hk](http://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 of the Company 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 comprises: (1) executive directors: Mr. KWOK Ying Shing (Co-Chairman), Mr. CHOI Karson Ka Tsan (Co-Chairman), Ms. KWOK Hiu Ting (Vice-Chairman and Co-Chief Executive Officer), Mr. CAI Jin (Co-Chief Executive Officer); and (2) independent non-executive directors: Mr. WU Ting Yuk, Anthony, Ms. HAN Yonghong and Mr. Fan Chun Wah Andrew.*