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

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SING TAO NEWS CORPORATION LIMITED

星島新聞集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1105)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES,
ADOPTION OF THE SHARE OPTION SCHEME
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, 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, 12 May 2023 at 3:30 p.m. is set out on pages 30 to 34 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.

18 April 2023

* For identification purpose only

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DEFINITIONS

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

“Adoption Date”	the date on which the Share Option Scheme becomes unconditional
“AGM”	the annual general meeting of the Company to be held on Friday, 12 May 2023 at 3:30 p.m. or any adjournment thereof
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“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
“Eligible Participants”	the Directors (including independent non-executive directors) and employees (whether full-time or part-time) of any member of the Group (including persons who are granted Options under the Share Option Scheme as inducement to enter into employment contracts with any member of the Group)
“Existing Share Option Scheme”	the share option scheme of the Company adopted on 23 May 2012
“Grantee”	any Eligible Participant who accepts the offer for the grant of an Option in accordance with the terms of the Share Option Scheme
“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”	12 April 2023, 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
“Minimum Period”	with respect to an Option, the period commences on the offer date and ending on the day immediately prior to the first anniversary thereof

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“Offer”	an offer to an Eligible Participant for the grant of an Option
“Option”	any option to subscribe for Shares pursuant to the Share Option Scheme
“Option Period”	in respect of any particular Option, the period to be determined and notified by the Company to the Grantee thereof at the time of making an offer for the grant of an Option
“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
“Scheme Mandate Limit”	has the meaning defined in the section headed “7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE” of Appendix III
“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
“Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the upcoming annual general meeting
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Suspension Date”	has the meaning defined in the section headed “19. RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT” of Appendix III
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“Termination Date”	close of business of the Company on the date which falls on the date immediately prior to the tenth anniversary of the Adoption Date
“%”	per cent

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

LETTER FROM THE BOARD



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

18 April 2023

To the Shareholders,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES,
ADOPTION OF THE SHARE OPTION SCHEME
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; (iii) the Share Issue Mandate; and (iv) the Adoption of the Share Option Scheme 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

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 83(2) of the Bye-laws, Mr. Fan Chun Wah Andrew shall hold office until the AGM and shall then be eligible for re-election at the AGM. In accordance with the bye-law 84 of the Bye-laws, Mr. Kwok Ying Shing, Mr. Choi Karson Ka Tsan and Ms. Kwok Hiu Ting 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.

Mr. Fan Chun Wah Andrew, being an individual proposed to be re-elected as an independent non-executive Director at the AGM, has given to the Company an annual confirmation of independence pursuant to the independence guidelines under Rule 3.13 of the Listing Rules. The Board also noted that Mr. Fan Chun Wah Andrew 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. Fan. On this basis, the Nomination Committee and the Board are satisfied that Mr. Fan 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. Fan Chun Wah Andrew possesses vast experience in finance and accounting, and diverse experience and expertise through his involvement in different business sectors and public services. The re-election of Mr. Fan allows him to provide valuable and relevant insights and contribute to the diversity of the Board, in particular professional experience. The Board has taken into account his contribution to the Company, accepted the recommendations from the Nomination Committee and recommended him to stand for re-election as independent non-executive Director at the AGM.

The Nomination Committee has also reviewed the performance of Mr. Kwok Ying Shing, Mr. Choi Karson Ka Tsan and Ms. Kwok Hiu Ting, and confirmed that they had satisfactorily contributed to the Group and were 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.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 13 May 2022, 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 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 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.

LETTER FROM THE BOARD

ADOPTION OF THE SHARE OPTION SCHEME

(1) Introduction

The terms of the Existing Share Option Scheme has expired.

As at the Latest Practicable Date, there were 8,680,000 outstanding share options at an exercise price of HK\$1.16 per Share; and 10,650,000 outstanding share options at an exercise price of HK\$1.01 per Share.

To enable the Company to continue to grant Options to the Eligible Participants, the Board proposes to recommend to the Shareholders at the annual general meeting to approve and adopt the Share Option Scheme.

A summary of the principal terms of the Share Option Scheme is set out in the Appendix III to this circular.

(2) The purpose

The purpose of the Share Option Scheme is set out in the section headed “1. PURPOSE” in Appendix III.

(3) The conditions

The conditions for the adoption of the Share Option Scheme are set out in the section headed “25. CONDITIONS” in Appendix III.

While the Eligible Participants include independent non-executive Directors, the Company is of the view that the independence and impartiality of the independent non-executive Directors would not be affected by any possible grant of the Options (i) the independent non-executive Directors must continue to comply with the independence requirement under Rule 3.13 of the Listing Rules; (ii) as set out in paragraph (2)(a) in the section headed “8. GRANT OF OPTIONS TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR ASSOCIATES”, certain grants to them will require approval by the independent Shareholders; and (iii) before making any grants to any independent non-executive Director, the Board will always be mindful of the recommended best practice E.1.9 of the corporate governance code set out in Appendix 14 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors.

The Eligible Participants play a key role in the development and continued success of the Group’s business and operations, and have contributed or may contribute to the Group in the future. The Company considers that the success of the Group principally comes from the collective efforts and contributions of the employees and directors of the Group. As such, the categories of Eligible Participants (which include only employees and directors of the Group only) align with the purpose of the Share Option Scheme as set out in the section headed “1. PURPOSE” in Appendix III.

LETTER FROM THE BOARD

(4) The Eligible Participants

The Eligible Participants and the criteria for determination of their eligibility are set out in the section headed “3. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY OF THE PARTICIPANTS OF THE SHARE OPTION SCHEME” in Appendix III.

(5) Vesting Period

The vesting period of the Options is set out in the section headed “5. VESTING PERIOD” of Appendix III. The same section also sets out circumstances in which the Board may grant Options with a vesting period shorter than the Minimum Period.

The Board and the remuneration committee of the Company are of the view that (i) there are certain instances (for example in circumstances (1) to (3) set out in the section headed “5. VESTING PERIOD” of Appendix III to this circular) where a strict twelve (12)-month vesting requirement would not be fair to the Options holder(s); (ii) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (iii) the Company should be allowed to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition. It should have the flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

As such, the Board and the remuneration committee of the Company are of the view that the circumstances when vesting period is shorter than the Minimum Period prescribed in the section headed “5. VESTING PERIOD” of Appendix III to this circular are appropriate and align with the purpose of the Share Option Scheme.

(6) Maximum number of Shares subject to the Share Option Scheme

The total number of Shares which may be issued in respect of all Options which may be granted under the Share Option Scheme is set out in the section headed “7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE” in Appendix III.

As at the Latest Practicable Date, the number of issued Shares was 880,543,017 Shares. Assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme together with all options and awards which may be granted under any other share schemes for the time being of the Company would be 88,054,301 Shares, representing approximately 10% of the issued share capital of the Company on the date of approval of the Share Option Scheme.

LETTER FROM THE BOARD

(7) Performance targets and clawback mechanism

Save as determined by the Board and provided in the offer letter of the grant of an Option, the Share Option Scheme does not stipulate any performance target a Grantee is required to achieve before the relevant Option can be exercised nor any clawback mechanism for the Company to recover or withhold any Options granted to any Eligible Participants.

The Board believes that this will provide the Board with more flexibility in setting out the terms and conditions of the Options under particular circumstances of each grant and facilitate the Board to offer suitable incentive to attract and retain quality personnel that are valuable to the development of the Group. The Board may at its discretion specify any conditions (including performance targets (if any)) which must be satisfied before an Option may be vested. In general, performance targets may include (i) financial performance targets (e.g. revenue, profits and market capitalization of the Group); and/or (ii) individual and operation targets (e.g. delivery of specific projects managed by the Grantees, cost control, punctuality and compliance with internal business procedures).

(8) Others

As at the Latest Practicable Date, the Company has no other concrete plan to grant Options under the Share Option Scheme.

The Company has sought legal advice that the adoption of the Share Option Scheme would not constitute offer to public and prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

None of the Directors is and will be trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee.

The Company will, where applicable, comply with the applicable requirements under Chapter 17 of the Listing Rules in respect of the operation of the Share Option Scheme.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had any material interest in the adoption of the Share Option Scheme. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the adoption of the Share Option Scheme.

LETTER FROM THE BOARD

(9) Recommendation

Based on the above, the Board considers that the adoption of the Share Option Scheme is in the interests of the Company and the Shareholders as a whole, and would enable the purpose of the Share Option Scheme to be achieved. Accordingly, the Directors recommend all Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

(10) Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any Option that may be granted under the Share Option Scheme.

(11) Document on display

A copy of the Share Option Scheme will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.singtaonewscorp.com for a period of not less than 14 days before the date of the AGM and is also made available for inspection at the AGM.

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, 12 May 2023 at 3:30 p.m. is set out on pages 30 to 34 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.

LETTER FROM THE BOARD

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. Fan Chun Wah, Andrew** (44) has been an Independent Non-executive Director of the Company since 2022. Mr. Fan is a practicing certified public accountant in Hong Kong with over 15 years of experience. He holds a Bachelor Degree of Business Administration (Accounting and Finance) from The University of Hong Kong and a Bachelor Degree in Laws from the University of London. Mr. Fan is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is also a committee member of the tenth to twelfth Chinese People's Political Consultative Conference of the Zhejiang Province, the fourth and fifth Chinese People's Political Consultative Conference of Shenzhen, the tenth and eleventh Vice Chairman of Zhejiang Province United Young Association and a member of the fourteenth National Committee of the Chinese People's Political Consultative Conference. Mr. Fan is currently an independent non-executive director of Chuang's China Investments Limited, Culturecom Holdings Limited, Nameson Holdings Limited, Space Group Holdings Limited, China Aircraft Leasing Group Holdings Limited and China Overseas Grand Oceans Group Ltd., all of which are listed on the Main Board of the Stock Exchange. Mr. Fan had been an independent non-executive director of Fulum Group Holdings Limited from October 2014 to May 2021, Sinomax Group Limited from March 2014 to June 2020 and Universal Star (Holdings) Limited from May 2019 to September 2020, the shares of which are listed on the Main Board of the Stock Exchange, and Sanbase Corporation Limited from January 2018 to December 2019, CNC Holdings Limited from January 2018 to August 2020 and Omnibridge Holdings Limited from July 2017 to November 2020, the shares of which are listed on the GEM of the Stock Exchange.

Mr. Fan has a letter of appointment with the Company, which is for a term of two years commencing from 30 May 2022 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 member of each of the Audit Committee, the Remuneration Committee and 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. Fan was determined with reference to his duties and responsibilities with the Company and the industry and market conditions.

- (2) **Mr. Kwok Ying Shing** (58) has been the Chairman and an Executive Director of the Company since 2021 and has been redesignated as Co-Chairman and remained an Executive Director of the Company with effect from 30 May 2022. Mr. Kwok is currently the chairman and an executive director of each of Kaisa Group Holdings Ltd. ("**Kaisa Group**") (a company listed on the Stock Exchange, stock code: 1638) and Kaisa Capital Investment Holdings Limited (a company listed on the Stock Exchange, stock code: 936). He is one of the founders of Kaisa Group and has been the chairman of its board and a director since its inception in 1999. Mr. Kwok is primarily responsible for overall strategy, investment planning and human resource strategy of Kaisa Group. Mr. Kwok is also an executive director of Kaisa Health Group Holdings Limited (a company listed on the Stock Exchange, stock code: 876). Mr. Kwok has extensive experience in real estate development, investment and financing management. He is the father of Ms. KWOK Hiu Ting, the Vice-chairman and an Executive Director of the Company.

- (3) **Mr. Choi Karson Ka Tsan** (37) has been an Independent Non-executive Director of the Company since 2021 and has been redesignated as an Executive Director and the Co-Chairman of the Company with effect from 30 May 2022. Mr. Choi is currently the vice-chairman of Early Light International (Holdings) Ltd. (“**Early Light**”), the founder and chairman of Unique Timepieces Watches Group Limited and the chairman of Fastwheel Motors Group Limited. Early Light is the world’s largest toys manufacturer. Under the leadership of Mr. Choi, Early Light has developed diversified businesses, including the industries of toys manufacturing, shopping mall development, property rental and management, luxury watches retail, motors sales and maintenance, bioplastic production and education. He is the deputy director of the Committee on Population, Resources and Environment and a member of the National Committee of the Chinese People’s Political Consultative Conference. Mr. Choi also serves as a member of the Court of the University of Hong Kong, members of various government advisory committees and leaders of social groups. He graduated from University of Southern California, United States with a Bachelor’s Degree in International Relations.
- (4) **Ms. Kwok Hiu Ting** (29) has been the Vice-chairman, an Executive Director and the Co-Chief Executive Officer of the Company and a director of various subsidiaries of the Company since 2021. Ms. Kwok was formerly an executive director of Kaisa Prosperity Holdings Limited (a company listed on the Stock Exchange, stock code: 2168) from April 2020 to December 2021. She was also the assistant Chairman and the general manager of the Curriculum Development Department of Kaisa Noying Education (Shenzhen) Co., Ltd. Ms. Kwok graduated from Durham University in the United Kingdom with a Bachelor’s Degree in Business and Management in June 2016 and obtained a Master Degree in Sustainability Management from Columbia University in the United States in December 2017. She is the daughter of Mr. KWOK Ying Shing, the Co-Chairman and an Executive Director of the Company.

Each of Mr. Kwok Ying Shing, Mr. Choi Karson Ka Tsan and Ms. Kwok Hiu Ting 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 2022 received by each of Mr. Kwok Ying Shing, Mr. Choi Karson Ka Tsan and Ms. Kwok Hiu Ting who will stand for re-election at the AGM are set out in note 8 to the financial statements on page 142 of the Company’s annual report 2022. 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, 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 2022) 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>
2022		
April	0.435	0.350
May	0.550	0.355
June	0.800	0.440
July	0.520	0.480
August	0.490	0.405
September	0.430	0.335
October	0.400	0.300
November	0.440	0.280
December	0.420	0.385
2023		
January	0.495	0.405
February	0.435	0.410
March	0.470	0.410
April (up to and including the Latest Practicable Date)	0.450	0.415

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.

The following is a summary of the principal terms of the Share Option Scheme to be approved and adopted by ordinary resolution at the AGM, but such summary does not form part of, nor was it intended to be, part of the Share Option Scheme, nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme:

1. PURPOSE

The purpose of the Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants and to promote the success of the business of the Group. The Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

2. ADMINISTRATION OF THE SHARE OPTION SCHEME

The Share Option Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the Share Option Scheme or its interpretation or application or effect shall (save as otherwise provided in the Share Option Scheme and in the absence of manifest error) be final and binding on all persons who may be affected thereby. For the avoidance of doubt, subject to compliance with the requirements of the Listing Rules and the provisions of the Share Option Scheme, the Board shall have the right to (i) interpret and construe the provisions of the Share Option Scheme; (ii) determine the persons who will be offered Options under the Share Option Scheme, and the number of Shares and the subscription price of the Shares, in relation to such Options; (iii) make such appropriate and equitable adjustments to the terms of Options granted under the Share Option Scheme as it may deem necessary; and (iv) make such other decisions or determinations or regulations as it shall deem appropriate for the administration of the Share Option Scheme.

3. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY

Eligible Participants are the directors (including independent non-executive directors) and employees (whether full-time or part-time) of any member of the Group (including persons who are granted Options under the Share Option Scheme as inducement to enter into employment contracts with any member of the Group).

In determining the basis of eligibility for the Eligible Participants, the factors in assessing whether any person is eligible to participate in the Share Option Scheme include: (1) the performance of the Directors and employees; (2) their time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; (3) their length of engagement with the Group; and (4) their contribution or potential contribution to the development and growth of the Group.

4. GRANT AND ACCEPTANCE OF OPTIONS

Subject to and in accordance with the provisions of the Share Option Scheme and the Listing Rules, the Board shall be entitled (but shall not be bound), at any time and from time to time and within a period commencing on the Adoption Date and ending on the Termination Date (both dates inclusive), to make an Offer to such Eligible Participant as it may, in its absolute discretion, select, and subject to such conditions as the Board may think fit, to subscribe for such number of Shares (being a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof) as the Board may, subject to section 7 below, determine at the subscription price pursuant to section 6 below, provided that no such Offer shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or any of the Directors of any applicable securities laws and regulations in any jurisdiction

An Offer shall be made to an Eligible Participant in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine specifying the number of Shares and the Option Period and requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the Share Option Scheme.

An Offer shall remain open for acceptance by the Eligible Participant concerned (and by no other person, including the Eligible Participant's personal representative) for a period of thirty (30) days from the date of offer. During such thirty (30) day period, an Offer shall be deemed to have been accepted by an Eligible Participant concerned in respect of all the Shares which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the Offer duly signed by the Eligible Participant, together with a payment in favour of the Company of HK\$1.00 as consideration for the grant thereof, is received by the Company.

Any Offer may be accepted by an Eligible Participant in respect of less than the number of Shares which are offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof.

5. VESTING PERIOD

Save for the circumstances prescribed below, an Option must be held by the Grantee for a period that is not shorter than the Minimum Period before the Option can be exercised.

The Board may at its discretion grant Options with a vesting period shorter than the Minimum Period in the following circumstances:

- (1) grants of "make-whole" Options to new joiners to replace the share options they forfeited when leaving the previous employers;
- (2) grants to an Eligible Participant whose employment is terminated due to death or occurrence of any out of control event;

- (3) grants that are made in batches during a year for administrative and compliance reasons, which include Options that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch;
- (4) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of twelve (12) months; or
- (5) grants with performance-based vesting conditions in lieu of time-based vesting criteria.

6. EXERCISE OF OPTIONS AND SUBSCRIPTION PRICE OF SHARES

An Option may be exercised in whole or in part by the Grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is so exercised.

Each of such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given.

Within twenty-one (21) days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Company's auditors or independent financial advisers, the Company shall accordingly allot and issue the relevant number of Shares to the Grantee (or, in the event of an exercise of Option by his or her personal representative, to the estate of the Grantee) credited as fully paid and instruct the share registrar of the Company to issue to the Grantee (or his or her personal representative(s)) a share certificate for the Shares so allotted.

Holders of the Options are not entitled to voting, dividend, transfer and other rights of the holders of the Shares, including those arising on a liquidation of the Company, save as otherwise provided in the Share Option Scheme or under the relevant laws or the memorandum of association and the Bye-laws in effect from time to time.

The subscription price for Shares to be subscribed under the Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of:

- (1) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the offer date, which must be a Business Day;
- (2) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive days on which the Shares are traded on the Stock Exchange immediately preceding the offer date; and
- (3) the nominal value of the Share on the offer date.

Where a relevant Option is to be granted under section 8 or section 9, for the purposes of the paragraph (1) and paragraph (2) above, the date of the Board meeting at which the grant was proposed shall be taken to be the offer date for such relevant Option, and the provisions as set above shall apply *mutatis mutandis*.

7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

The Scheme Mandate Limit

- (1) The total number of Shares which may be issued in respect of all Options which may be granted at any time under the Share Option Scheme together with options and awards which may be granted under any other schemes of the Company shall not exceed such number of Shares as equals 10% of the Shares in issue as at the Adoption Date (the “**Scheme Mandate Limit**”). Options lapsed in accordance with the terms of the Share Option Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

Refreshment

- (2)
 - (a) the Company may seek approval of the Shareholders in a general meeting of the Company to refresh the Scheme Mandate Limit under the Share Option Scheme on or after the third anniversary of the date of the Shareholders’ approval for the last refreshment or the Adoption Date. The total number of Shares which may be issued upon exercise of all (i) the Options under the Share Option Scheme and (ii) the options and awards to be granted under any other schemes of the Company as “refreshed” must not exceed 10% of the Shares in issue as at the date of approval of the refreshment. For the purpose of seeking approval of the Shareholders under this paragraph (2), the Company must send a circular to the Shareholders containing the information required under the Listing Rules; and
 - (b) any refreshment within any three-year period shall be subject to independent Shareholders’ approval pursuant to Rule 17.03C(1)(b) of the Listing Rules.

Grant in excess of the Scheme Mandate Limit

- (3) The Company may seek separate approval of the Shareholders in a general meeting of the Company for granting Options exceeding the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. For the purpose of seeking approval of the Shareholders under this paragraph (3), the Company must send a circular to the Shareholders containing a generic description of the specified Eligible Participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose, and such other information as required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Eligible Participant must be fixed before Shareholders’ approval and the date of Board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the Subscription Price.

8. GRANT OF OPTIONS TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR ASSOCIATES

- (1) Any grant of Options to a Director, a chief executive of the Company or substantial Shareholder (as defined under the Listing Rules), or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed Grantee of an Option).
- (2)
 - (a) Where any grant of an Option to an independent non-executive Director or a substantial shareholder (as defined in the Listing Rules), or any of their respective associates, would result in the Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) to such person in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such grant of Option must be approved by the Shareholders in a general meeting of the Company.
 - (b) The Company must send a circular to the Shareholders. The circular must contain the following information:
 - (i) details of the number and terms of the Options to be granted to each selected Eligible Participant, which must be fixed before the Shareholders' meeting. In respect of any Options to be granted, the date of the Board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the exercise price of such Options;
 - (ii) the views of the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the Company and the Shareholders as a whole, and their recommendation to the independent Shareholders as to voting;
 - (iii) the information required under Rule 17.02(2)(c); and
 - (iv) the information required under Rule 2.17 of the Listing Rules.
 - (c) The Grantee, his associates and all the core connected persons must abstain from voting in favour of the proposed grant at such general meeting. Parties that are required to abstain from voting in favour of the proposed grant at the general meeting of the Company pursuant to Rule 17.04(4) of the Listing Rules may vote against the resolution at the general meeting of the Company, provided that their intention to do so has been stated in the relevant circular to the Shareholders.

- (d) Any vote taken at the general meeting of the Company to approve the grant of such Option must be taken on a poll and comply with the requirements under the Listing Rules.
- (3) Any change in the terms of options (including an Option) or awards granted to an Eligible Participant who is a director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or any of their respective associates must be approved by the Shareholders in the manner as set out in Rule 17.04(4) of the Listing Rules if the initial grant of the options requires such approval (except where the changes take effect automatically under the existing terms of the Share Option Scheme).

9. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Where any grant of an Option to an Eligible Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue, such grant must be separately approved by the Shareholders in a general meeting of the Company with such Eligible Participant and the person's close associates (or associates if the Eligible Participant is a connected person) abstaining from voting.

The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and Options previously granted to such Eligible Participant during the twelve (12)-month period), the purpose of granting Options to the Eligible Participant, an explanation as to how the terms of the Options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the subscription price) of the Option to be granted to such Eligible Participant must be fixed before the general meeting of the Company, and the date of the meeting of the Board for proposing such grant should be taken as the offer date for the purpose of calculating the subscription price.

10. TIME OF EXERCISE OF OPTIONS

Subject to the terms of the Share Option Scheme, an Option may be exercised in whole or in part at any time during the Option Period, provided that such period shall not go beyond the day immediately prior to the tenth anniversary of the offer date with respect of the relevant Option.

The Board may at its discretion specify any condition in the offer letter at the grant of the relevant Option which must be satisfied before an Option may be exercised. Save as determined by the Board and provided in the offer of the grant of the relevant Option, there is no performance target which must be achieved before an Option can be exercised under the terms of the Share Option Scheme nor any clawback mechanism for the Company to recover or withhold any Options granted to any Eligible Participant.

11. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

Grant of Options may not be made:

- (1) after inside information (having the meaning defined in the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong) has come to the knowledge of the Company until (and including) the trading day after it has been announced pursuant to the requirements of the Listing Rules; and
- (2) during the period commencing from one (1) month immediately preceding the earlier of:
 - (a) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approving the Company's results for any year, half-year or quarter-year period or any other interim period (whether or not required under the Listing Rules); and
 - (b) the deadline for the Company to publish its results for any year, half-year or quarter-year period under the Listing Rules, or any other interim period (whether or not required under the Listing Rules)

and ending on the date of the results announcements (or during any period of delay in publishing results announcements).

12. RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Option or any part thereof granted to such Grantee to the extent not already exercised.

13. RIGHTS ON CESSATION OF EMPLOYMENT OR DIRECTORSHIP

In the event that the Grantee ceases to be an Eligible Participant by reason of termination of his employment with any member of the Group on any one or more of the following grounds:

- (1) that the Grantee has been guilty of serious misconduct;
- (2) that the Grantee has been convicted of any criminal offence involving the person's integrity or honesty or in relation to any member of the Group (if so determined by the Board);
- (3) that the Grantee has become insolvent, bankrupt or has made arrangements or compositions with the Grantee's creditors generally; or

- (4) on any other ground as determined by the Board that would warrant the termination of the Grantee's employment at common law or pursuant to any applicable laws or under the Grantee's service contract with any member of the Group,

before exercising the Option in full, the Grantee's Option (to the extent not already exercised) shall lapse and shall not be exercisable on the date of cessation, or such longer period as the Board may determine.

In the event that the Grantee, by reason of the Grantee's employment with any member of the Group, ceases to be an Eligible Participant by reason of retirement as an employee in accordance with the Grantee's contract of employment (all evidenced to the satisfaction of the Board), or the termination of the Grantee's employment with the Company provided that none of the events which would be a ground for termination of the Grantee's employment or directorship set out in the paragraph above arises, before exercising the Option in full, the Grantee may exercise the Option (to the extent not already exercised) in whole or in part within ninety (90) days following the date of such cessation, or such longer period as the Board may determine and such Option to the extent not so exercised shall lapse and determine at the end of the abovementioned period.

14. RIGHTS ON DEATH

In the event that the Grantee ceases to be an Eligible Participant by reason of the person's death before exercising the Option in full (provided that none of the events which would be a ground for termination of the person's employment or directorship under section 13 arises), the Grantee's personal representative may exercise the Option (to the extent not already exercised) in whole or in part in within ninety (90) days following the date of death, or such longer period as the Board may determine and such Option to the extent not so exercised shall lapse and determine at the end of the abovementioned period.

15. RIGHTS ON INJURY, DISABILITY, ILL-HEALTH

In the event that the Grantee, by reason of the Grantee's employment with any member of the Group, ceases to be an Eligible Participant by reason of injury, disability, ill-health before exercising the Option in full, the Grantee may exercise the Option (to the extent not already exercised) in whole or in part in accordance with the terms of the Share Option Scheme within ninety (90) days following the date of such cessation, or such longer period as the Board may determine and such Option to the extent not so exercised shall lapse and determine at the end of the abovementioned period.

16. RIGHTS ON CESSATION FOR OTHER REASONS

In the event that the Grantee ceases to be an Eligible Participant for any reason other than the reasons specified in section 13 to section 15 above, the Grantee's Option (to the extent not already exercised) shall lapse and shall not be exercisable on the date of cessation provided that in each case, the Board may, in its absolute discretion, decide that such Option or any part thereof shall not so lapse or determine such conditions or limitations to which the exercise of such Option will be subject.

17. RIGHTS ON A GENERAL OFFER

If a general or partial offer, whether by way of take-over offer, share repurchase offer, or scheme of arrangement or otherwise in like manner is made to all the Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert (as defined in the Takeovers Code) with the offeror, the Company shall use its reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms, *mutatis mutandis*, and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders;

If such general or partial offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, the Grantee shall, notwithstanding any other terms on which his Option were granted, be entitled to exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company at any time within thirty (30) days after the date on which such general or partial offer becomes or is declared unconditional, or within thirty (30) days after the record date for entitlements under the scheme of arrangement, as the case may be.

18. RIGHTS ON WINDING UP

In the event that a notice is given by the Company to the Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as it despatches such notice to each Shareholder give notice thereof to all the Grantees (containing an extract of the provisions of this paragraph) and thereupon, each Grantee or his personal representative shall be entitled to exercise all or any of his Options (to the extent not already exercised) by giving notice in writing to the Company in accordance with the terms of the Share Option Scheme.

Such notice shall be received by the Company no later than two (2) Business Days prior to the proposed general meeting, accompanied by a payment for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given.

Upon receipt, the Company shall as soon as possible and, in any event, no later than 3:00 p.m. on the Business Day (Hong Kong time) immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee or his personal representative credited as fully paid and register the Grantee or his personal representative (as the case may be) as holder thereof.

19. RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT

In the event that a compromise or arrangement between the Company and the Shareholders or its creditors being proposed for the purpose of or in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all the Grantees on the same date as it gives notice of the meeting to the Shareholders or its creditors to summon a meeting to consider such a scheme or arrangement and the Options (to the extent not already exercised) shall become exercisable in whole or in part on such date until the earlier of (i) sixty (60) days after that date or (ii) at any time not later than 12:00 noon two (2) Business Days (Hong Kong time) prior to the date of the meeting directed to be convened by the court for the purposes of considering such a scheme or arrangement (the “**Suspension Date**”).

Any Grantee or his personal representative may by notice in writing to the Company in accordance with the terms of the Share Option Scheme, accompanied by a payment of the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, exercise the relevant Options.

Upon receipt, the Company shall as soon as possible and, in any event, no later than 3:00 p.m. on the Business Day (Hong Kong time) immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the Grantee or his personal representative which falls to be issued on such exercise of the Option credited as fully paid and register the Grantee or his personal representative (as the case may be) as holder thereof.

With effect from the Suspension Date, the rights of all the Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all the Options shall, to the extent that they have not been exercised, lapse and shall be terminated.

20. CANCELLATION OF OPTIONS

Any Option granted may not be cancelled except with the written consent of the relevant Grantee and the prior approval of the Board. Where the Company cancels Options and makes a new grant to the same Grantee, such new grant may only be made under the Share Option Scheme with the available limit approved by the Shareholders as set out in section 7 above. The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

21. EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable or the Share Option Scheme remains in effect, and such event arises from a capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction while any Option remains exercisable), then, in any such case (other than in the case of capitalisation issue) the Company shall instruct the auditors or independent financial adviser to certify in writing:

- (1) the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to;
- (2) the number or nominal amount of Shares to which the Share Option Scheme or any Options relates (insofar as it is/they are unexercised); and/or
- (3) the Subscription Prices of any unexercised Options,

and an adjustment as so certified by the auditors or the independent financial adviser shall be made, provided that:

- (a) any such adjustment shall be made on the basis that the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event;
- (b) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (c) any such adjustment shall be made on the basis that a Grantee shall be given the same proportion of the issued share capital of the Company for which such Grantee, rounded to the nearest whole Share, would have been entitled to subscribe had the person exercised all the Options held by him immediately prior to such event (as interpreted in accordance with FAQ No. 072-2020 or any further or updated guidance or interpretation of the Listing Rules issued by the Stock Exchange from time to time);
- (d) the issue of securities of the Company for cash or as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment; and
- (e) in respect of any such adjustments, the auditors or the independent financial adviser must confirm to the Board in writing that the adjustments satisfy the requirements set out in the above, the requirements of Rule 17.03(13) of the Listing Rules, FAQ 072-2020, any relevant provisions of the Listing Rules and any guidance/interpretation of the Listing Rules issued by the Stock Exchange and the note thereto from time to time.

Any dispute arising in connection with the number of Shares of an Option and any of the matters referred to this section shall be referred to the decision of the Company's auditors or the independent financial advisers of the Company who shall act as experts and not as arbitrators and whose decision, in the absence of manifest error, shall be final, conclusive and binding on all persons who may be affected thereby.

22. RANKING OF SHARES

Shares allotted and issued upon the exercise of an Option will be subject to all the provisions of the Bye-laws and will rank *pari passu* in all respects with the other existing Shares in issue on the date of allotment and issue of the relevant Shares.

23. DURATION OF THE SHARE OPTION SCHEME

The Share Option Scheme shall be valid and effective until the Termination Date, after which period no further Options will be granted but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted on or prior to the Termination Date or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

24. ALTERATIONS TO THE TERMS OF THE SHARE OPTION SCHEME

The Share Option Scheme may be altered in any respect by a resolution of the Board provided that:

- (1) any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any alteration in relation to any matter contained in Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants must be approved by the Shareholders in a general meeting of the Company;
- (2) any change to the terms of Options granted to a Grantee must be approved by the Board, the remuneration committee, the independent non-executive Directors and/or the shareholders of the Company (as the case may be) if the initial grant of the Options was approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders (as the case may be) (except any changes which take effect automatically under the terms of the Share Option Scheme);
- (3) any change to the authority of the Directors or the administrator of the Share Option Scheme to alter the terms of the Share Option Scheme must be approved by the shareholders of the Company in a general meeting of the Company;
- (4) the amended terms of the Share Option Scheme or the Options shall remain in compliance with Chapter 17 of the Listing Rules; and
- (5) no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the Shareholders under the memorandum of association of the Company and the Bye-Laws being for a variation of the rights attached to Shares.

25. CONDITIONS OF THE SHARE OPTION SCHEME

The Share Option Scheme is conditional upon:

- (1) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal, in the Shares which may fall to be allotted and issued by the Company upon the exercise of the Options that may be granted under the Share Option Scheme; and

- (2) the passing of the necessary ordinary resolution(s) at a general meeting of the Company approving (a) the adoption of the Share Option Scheme; and (b) authorising the Board to grant Options to Eligible Participants and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme.

26. LAPSE OF OPTIONS

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the date on which the Grantee commits a breach of section 12;
- (c) the expiry of the relevant period or the occurrence of the relevant event referred to in section 13 to section 19; and
- (d) the date of the commencement of the winding-up of the Company.

27. TERMINATION

The Company by an ordinary resolution in a general meeting of the Company may at any time terminate the operation of the Share Option Scheme. In such event, no further Options will be offered but in all other respects, the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme and the Options granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

28. MISCELLANEOUS

The terms of the Share Option Scheme (and any other schemes adopted by the Company from time to time) shall be in accordance with the requirements set out in Chapter 17 of the Listing Rules.

The Company will comply with the relevant statutory requirements and the Listing Rules from time to time on a continuing basis in respect of the Share Option Scheme and any other schemes of the Company.

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, 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, 12 May 2023 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 2022.
2.
 - (a) To re-elect Mr. Fan Chun Wah Andrew as director of the Company.
 - (b) To re-elect Mr. Kwok Ying Shing as director of the Company.
 - (c) To re-elect Mr. Choi Karson Ka Tsan as director of the Company.
 - (d) To re-elect Ms. Kwok Hiu Ting 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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- (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; 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 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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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.”

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

“THAT:

- (a) the Share Option Scheme (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved and adopted subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme; and

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- (b) the Directors be and are hereby authorised to, subject to the applicable laws, rules and regulations:
- (i) grant options to subscribe for the Shares in accordance with the rules of the Share Option Scheme;
 - (ii) allot, issue, and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the Share Option Scheme;
 - (iii) administer the Share Option Scheme; and
 - (iv) do all such acts and to enter into all such transactions, arrangements and agreements as the Directors in their sole discretion consider to be necessary or expedient in order to give full effect to the Share Option Scheme.”

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

Hong Kong, 18 April 2023

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 Tuesday, 9 May 2023 to Friday, 12 May 2023, 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 Monday, 8 May 2023.

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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 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.

9. To prevent and control the spread of the COVID-19 pandemic and in the interest of everyone's health and safety, please note the following additional measures on the Meeting:
 - (i) no refreshments will be served; and
 - (ii) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

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.