

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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 OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sing Tao News Corporation Limited (“**Company**”) will be held at the Conference Room, 5/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 13 May 2022 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 2021.
2.
  - (a) To re-elect Mr. Cai Jin as director of the Company.
  - (b) To re-elect Mr. Zheng Wei as director of the Company.
  - (c) To re-elect Mr. Wu Ting Yuk, Anthony as director of the Company.
  - (d) 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 ratify and 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

- (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).”

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 amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be repurchased, or agreed conditionally or unconditionally to be repurchased, by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution; and

(c) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set out in item 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 and if thought fit, pass the following resolution (with or without modification) as a special resolution of the Company:

“**THAT** the amended and restated Bye-laws of the Company (the “**New Bye-laws**”), a copy of which has been produced to the Meeting marked “A” and for identification purpose signed by the Chairman of the Meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect after the announcement by the Company of the poll result that this resolution was duly passed as a special resolution and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board  
**Sing Tao News Corporation Limited**  
**Kwok Ying Shing**  
*Chairman*

Hong Kong, 30 March 2022

*Notes:*

1. A member entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one (or if he/she holds two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In case of joint holders, if more than one of the joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
3. In case of a corporation, the proxy form must be under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
4. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. For the purpose of determining members who are qualified for attending and voting at the Meeting, the register of members of the Company will be closed from Tuesday, 10 May 2022 to Friday, 13 May 2022, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 May 2022.
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.

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) all participants (i.e. directors, shareholders, proxies and working staffs) have to do body temperature measurement before entering the Meeting venue. Anyone having a fever or exhibiting flu-like symptoms is not permitted to enter the Meeting venue and should leave the Meeting venue immediately;
  - (ii) shareholders of the Company and the proxies should (a) complete and submit at the entrance of the Meeting a health declaration form with information, including travelling record, health condition and contact history with any person under quarantine or suspected to have COVID-19; (b) scan the "LeaveHomeSafe" venue QR code before entering the Meeting venue; and (c) wear surgical face masks before entering and inside the Meeting venue at all times. Any person who does not comply with the aforesaid is not permitted to enter the Meeting venue should leave the Meeting venue immediately;
  - (iii) no refreshments will be served, and there will be no corporate gifts; and
  - (iv) 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 (Chairman), Ms. KWOK Hiu Ting (Vice-chairman and Co-Chief Executive Officer), Mr. CAI Jin (Co-Chief Executive Officer) and Mr. ZHENG Wei (Chief Financial Officer); and (2) independent non-executive directors: Mr. WU Ting Yuk, Anthony, Mr. CHOI Karson Ka Tsan and Ms. HAN Yonghong.*