

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of the shareholders of Sing Tao Holdings Limited (the “**Company**”) will be held at Board Room, 6/F, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on 19th August 2002 at 10:00 a.m., for the purpose of considering and, if thought fit, passing each of resolutions No. 1 and No. 2 as a special resolution, and resolution No. 3 as an ordinary resolution of the Company:

**SPECIAL RESOLUTIONS**

1. “**THAT**,

- (A) (i) the share premium account of the Company, as it shall stand at the close of business on the date immediately prior to the date of the special general meeting of the Company at which this special resolution is considered (or any adjournment thereof), be reduced by the sum of HK\$286.192 million from HK\$286.192 million to HK\$Nil with effect from the date of passing this special resolution (the “**Share Premium Reduction**”);
- (ii) the capital redemption reserve account of the Company, as it shall stand at the close of business on the date immediately prior to the date of the special general meeting of the Company at which this special resolution is considered (or any adjournment thereof), be reduced by the sum of HK\$1.431 million from HK\$1.431 million to HK\$Nil with effect from the date of passing this special resolution (the “**Capital Redemption Reserve Reduction**”); and
- (iii) those amounts released by the Share Premium Reduction and the Capital Redemption Reserve Reduction be credited and applied to the contributed surplus account of the Company and that the directors of the Company be and they are hereby authorized to apply such contributed surplus account in accordance with the bye-laws of the Company; and
- (B) any one of the directors of the Company be and is hereby authorized generally to do all things he or she may consider appropriate and desirable to effect and implement any of the foregoing.”

2. “**THAT**, subject to the approval by the Registrar of Companies in each of Bermuda and Hong Kong, the English name of the Company be changed from “Sing Tao Holdings Limited” to “Shanghai Ming Yuan Holdings Limited.”

**ORDINARY RESOLUTION**

3. “**THAT**, the distribution in specie of the Company’s entire holding of shares in Sing Tao Media Holdings Limited (“**Sing Tao Media**”), representing the then entire issued share capital of Sing Tao Media to the Company’s shareholders whose names appear on the registers of members of the Company at the close of business on 12th August 2002, on the basis of one share in Sing Tao Media for every share of HK\$0.25 each in the capital of the Company (the “**Distribution**”) be and is hereby approved **AND THAT** the directors of the Company be and

are hereby authorized to implement the Distribution and to take all steps and actions and to do and/or procure to be done all acts and things as they may in discretion consider to be necessary, desirable and/or expedient to implement and give effect to the Distribution.”

By Order of the Board  
**Tsang Sai Chung, Kirk**  
*Company Secretary*

Hong Kong, 25th July 2002

*Registered Office:*  
Cedar House,  
41 Cedar Avenue,  
Hamilton HM 12,  
Bermuda

*Principal Place of Business:*  
Sing Tao Building,  
1 Wang Kwong Road,  
Kowloon Bay,  
Hong Kong

**Notes:**

- (1) A member entitled to attend and vote at the above meeting may appoint one (or if holding two or more shares, more than one) proxy(ies) to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
- (2) To be valid, a proxy form must be completed in accordance with the instructions printed thereon and returned to 6th Floor, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong for the attention of the Company Secretary as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the said meeting or any adjournment thereof. Completion and the return of the proxy form will not preclude the appointor from attending and voting at the said meeting.

*Please also refer to the published version of this announcement in the (**The Standard**)*