

茲通告 Sing Tao Holdings Limited (「本公司」) 謹訂於二零零二年五月二十八日(星期二)下午三時正假座香港金鐘法院道太古廣場港島香格里拉大酒店香島殿舉行股東週年大會，以處理下列事宜：

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Members of Sing Tao Holdings Limited (the “Company”) will be held at Ballroom A, Island Shangri-La, Pacific Place, Supreme Court Road, Hong Kong on Tuesday, 28th May, 2002 at 3:00 p.m. to transact the following businesses:

作為普通事項

As Ordinary Business

- (一) 省覽本公司截至二零零一年十二月三十一日之九個月經審核之財務報表及董事局與核數師報告書。
- (二) 選舉董事。
- (三) 釐定本公司董事局之最高人數至20人及授權本公司董事局委任新增董事至該最高人數。
- (四) 續聘安永會計師事務所為下年度本公司之核數師及授權董事局釐定其酬金。

- (1) To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors of the Company for the period of nine months ended 31st December, 2001.
- (2) To elect Directors.
- (3) To fix the maximum number of Directors of the Company at 20 and authorise the Directors of the Company to appoint additional Directors up to such maximum number.
- (4) To reappoint Messrs. Ernst & Young as Auditors of the Company for the ensuing year and authorise the Directors to fix their remuneration.

作為特別事項

As Special Business

- (五) 考慮如認為適當時，通過或經修訂後通過下列議案為普通決議案：

- (5) To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

「議決

“THAT

- (甲) 在下文(丙)段所載之規限下，一般及無條件地批准本公司董事局於有關期間(定義見下文(丁)段)內，按照百慕達一九八一年公司條例或其他適用法例與香港聯合交易所有限公司證券上市規則(「上市規則」)及香港購回股份守則(經不時修訂)之規定，行使本公司所有權力以購買本公司股本中之已發行股份；

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to purchase issued shares in the capital of the Company in accordance with the Companies Act 1981 of Bermuda or any other applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Hong Kong Code on Share Repurchases (as amended from time to time) be and is hereby generally and unconditionally approved;

(乙) 上文(甲)段所授予之批准乃給予本公司董事局其他授權以外之額外授權，並授權本公司董事局在有關期間內代表本公司促使本公司按董事釐定之價格及其他條款購買其已發行股份；

(丙) 本公司根據上文(甲)段所授予之批准購買本公司已發行股份之面值總額不得超過於本決議案獲通過當日本公司之已發行股本面值總額之百分之十，而上述批准亦須受此數額限制；及

(丁) 就本決議案而言：

「有關期間」乃指由本決議案獲通過當日起至下列三者中最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按照本公司之公司細則或百慕達一九八一年公司條例(經不時修訂)或任何其他適用之法例，規定本公司下屆股東週年大會須舉行之期限屆滿之日；及
- (iii) 本決議案所授予之權力經本公司股東在股東大會上以普通決議案予以任何撤銷或更改之日。」

(b) the approval granted in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its issued shares at such prices and on such other terms as determined by the Directors;

(c) the aggregate nominal amount of the issued shares to be purchased by the Company pursuant to the approval granted in paragraph (a) above shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) 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 the Bye-laws of the Company or the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the date of any revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

(六) 考慮及如認為適當時，通過或經修訂後通過下列議案為普通決議案：

「議決

(甲) 在下文(丙)段所載之規限下，一般及無條件地批准本公司董事局在有關期間(定義見上述第(五)項決議案之(丁)段)內行使本公司所有權力，以發行、配發及處理本公司股本中之額外股份，及在將會或可能須行使此項權力之情況下，作出或授予配發股份之建議、協議、優先購股權及交換或轉換股份之權力；

(乙) 上文(甲)段所授予之批准乃給予本公司董事局其他授權以外之額外授權，並授權本公司董事局在有關期間內，作出或授予將會或可能須在有關期間結束後行使此項權力之配發股份建議、協議、優先購股權及交換或轉換股份之權力；

(丙) 本公司董事局依據上文(甲)段賦予之批准(不論是否依據優先購股權或其他方式)而發行、配發及處理或同意有條件或無條件發行、配發及處理之股本面值總額，不得超過在本決議案獲通過當日本公司已發行股本面值總額之百分之二十，惟根據以下事項除外：

- (i) 配售新股(定義見下文(丁)段)；
- (ii) 根據本公司發行之任何認股權證或任何可轉換為本公司股份之證券(包括票據及債券)之條款，行使認購或轉換為股份之權利；

(6) To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) of Resolution no. 5 above) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval granted in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to the following events, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution:

- (i) a Rights Issue (as defined in paragraph (d) below);
- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities including bonds and debentures which are convertible into shares of the Company;

(iii) 向本公司及／或其附屬公司之董事、高級職員及僱員授予或發行本公司股份或權利以購買本公司股份之現時採納之任何購股權計劃或類似安排；或

(iv) 任何按照本公司之公司細則（經不時修訂）而發行及配發股份代替本公司全部或部份股息之代息股份或類似安排；

而上述批准亦須受此數額限制；及

(丁) 就本決議案而言：

「配售新股」乃指本公司董事局在指定之期間內，向在指定記錄日期名列於股東名冊之本公司股份或其任何類別股份持有人，按彼等當時所持該等股份或其任何類別股份數額之比例提呈配售股份之建議（惟本公司董事局可就有關零碎股權，或於計及有關任何地區適用於本公司之法例所引致之任何限制或責任或任何認可管制機構或任何證券交易所之規定後，作出其認為必須或適宜之例外處理而不配售股份予本公司股份或其任何類別股份持有人，或作出其他安排）。

(iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and employees of the Company and/or its subsidiaries of shares or rights to acquire shares in the Company; or

(iv) any scrip dividend or similar arrangement providing for the issue and allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company (as amended from time to time);

and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company or any class thereof whose names appear on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 relevant jurisdiction applicable to the Company).”

(七) 考慮及如認為適當時，通過或經修訂後通過下列議案為普通決議案：

「議決待上述決議案第(五)及(六)項獲通過後，藉加入本公司根據上述普通決議案第(五)項授權購買本公司股本中之已發行股份面值總額之數額，以擴大根據上述決議案第(六)項授予本公司董事局行使本公司權力，以發行、配發及處理本公司額外股份及在將會或可能須行使此項權力之情況下作出或授予配發股份之建議、協議、優先購股權及交換或轉換股份之權力之一般及無條件授權，而本公司董事局按該一般及無條件授權所發行、配發及處理或同意有條件或無條件發行、配發及處理股本面值總額之數額，惟該購買股份之數額不得超過於本決議案獲通過當日本公司之已發行股本面值總額之百分之十。」

(7) To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT conditional on the passing of the Resolutions no. 5 and 6 set out above, the general and unconditional mandate granted to the Directors of the Company to exercise the powers of the Company to issue, allot and deal with additional shares in the Company and make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers pursuant to the Resolution no. 6 set out above be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors of the Company pursuant to such general and unconditional mandate of an amount representing the aggregate nominal amount of the issued shares in the capital of the Company purchased by the Company under the authority granted pursuant to Resolution no. 5 set out above, provided that such amount of shares so purchased shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

承董事局命

By Order of the Board

公司秘書
曾細忠

Kirk TSANG Sai Chung
Company Secretary

香港，二零零二年四月二十九日

Hong Kong, 29th April, 2002

註冊辦事處：

主要營業地點：

Registered Office:

Principal Place of Business:

Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

香港
九龍灣
宏光道一號
星島大廈

Cedar House,
41 Cedar Avenue,
Hamilton HM12,
Bermuda.

Sing Tao Building,
1 Wang Kwong Road,
Kowloon Bay,
Hong Kong.

附註：

- (一) 凡有權出席上述大會及投票之股東均可委派一位(或如持有兩股或多於兩股股份則多於一位)代表出席會議，並於以按股數方式表決時代其投票。受委代表毋須為本公司之股東。
- (二) 指定格式擬備之代表委任表格須按其印備之指示填妥後連同經簽署之授權書或其他授權文件(指如有所言)，或經公證人簽署證明該授權書或授權文件之副本，最遲須於上述大會或其任何續會(視情況而定)指定舉行時間四十八小時前送達本公司之公司秘書，地址為香港九龍灣宏光道一號星島大廈B座六樓，方為有效。填妥及交回代表委任表格後，股東仍可親自出席上述大會或其任何續會，並於會上投票，而在該情況下，代表委任表格將被視作撤銷。
- (三) 於二零零一年十一月十九日獲本公司董事局批准，本公司將其會計年度年結日由三月三十一日更改為十二月三十一日。
- (四) 本公司將由二零零二年五月二十七日(星期一)至二零零二年五月二十八日(星期二)(首尾兩天包括在內)暫停辦理主要股東名冊及香港分冊之股份過戶登記手續。為享有出席上述大會之資格，股東須在二零零二年五月二十四日(星期五)下午四時前，將所有填妥之股份轉讓書連同有關股票送達本公司於香港之股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東一八三號合和中心十七樓1712-1716舖，辦理股份過戶登記手續。
- (五) 有關上述第(二)項決議案：
- (甲) 陳桂賢女士及何國輝先生於本公司二零零一年度股東週年大會結束後由董事局委任為董事，彼根據本公司之公司細則第100條之規定，將於上述大會退任董事。彼等符合資格，並願意膺選連任；及
- (乙) 唐玉麟博士及姚剛先生根據本公司之公司細則第109條之規定，將於上述大會輪值告退。彼等符合資格，並願意膺選連任。
- (六) 截至二零零一年十二月三十一日止九個月之賬項已由香港之安永會計師事務所審核。該會計師事務所將於上述大會上任滿告退，而彼符合資格，並願意應聘續任。
- (七) 有關上述第(五)項決議案，董事局欲表示，彼等在認為對股東有利時，方會行使此決議案所賦予之權力購回本公司已發行之股份。本公司將在寄發截至二零零一年十二月三十一日止之九個月年報時隨附一份通函，該通函載有上市規則所規定有關購回股份之資料。
- (八) 有關上述第(六)項決議案，乃遵照上市條例之規定，向股東徵求批准，授予董事局一般權力以配發及發行股份。董事局現時並無計劃根據該項批准發行本公司任何新股。
- (九) 中文譯本與英文原本如有任何歧異，以英文原本為準。

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 to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy in the prescribed form must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, with the Company Secretary at 6th Floor, Tower B, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong not later than 48 hours before the time fixed for the holding of the above Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (3) As approved by the board of directors of the Company on 19th November, 2001, the Company has changed its accounting year end date from 31st March, to 31st December.
- (4) The Principal Register and Hong Kong Branch Register of Members of the Company will be closed from Monday, 27th May, 2002 to Tuesday, 28th May, 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attendance of the above Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Central Registration Hong Kong Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 24th May, 2002.
- (5) With respect to Resolution no. 2 above:
- (a) Ms. Miranda CHAN Kwai Yin and Mr. Morris HO Kwok Fai, the directors appointed by the Board after the conclusion of the 2001 Annual General Meeting, will retire from office as director at the above Meeting pursuant to Bye-law 100 of the Company's Bye-laws and, being eligible, offer themselves for re-election; and
- (b) Dr. Paul TONG Yuk Lun and Mr. YAO Kang will retire from office by rotation at the above Meeting pursuant to Bye-law 109 of the Company's Bye-laws and, being eligible, offers themselves for re-election.
- (6) The accounts for the nine months ended 31st December, 2001 have been audited by Ernst & Young, Certified Public Accountants, Hong Kong. The said firm will retire at the above Meeting and, being eligible, offer themselves for re-appointment.
- (7) With respect to Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase the issued shares in the Company in circumstances which they deem appropriate for the benefits of the shareholders. A circular containing the information on the repurchase of shares, as required by the Listing Rules, will be despatched to the members shortly together with the Annual Report for the period of nine months ended 31st December, 2001.
- (8) With respect to Resolution no. 6 above, approval is being sought from the members for a general mandate to be given to the Directors to allot and issue shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (9) In the case of a conflict between the Chinese translation and the English text hereof, the English text will prevail.