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SING TAO HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

**PROPOSED BOARD MEETING TO CONSIDER
DISTRIBUTION IN SPECIE OF SHARES IN
SING TAO MEDIA
AND
POSSIBLE MANDATORY GENERAL OFFER FOR
SHARES IN AND OFFER TO CANCEL THE OUTSTANDING OPTIONS OF THE COMPANY**

The Board proposes to convene a board meeting to be held on 16 July 2002 to consider and, if appropriate, to approve the proposed distribution of the entire issued share capital of Sing Tao Media to the Shareholders by way of a special interim dividend in specie. The Distribution will be made to the Shareholders whose names appear on the register of members of the Company on the Record Date in the proportion of one STM Share for every Share then held. Further announcement will be made in respect of the book closure period for the purpose of determining the entitlements of the Shareholders to the STM Shares under the Distribution.

On 3 July 2002, the Company has been informed by Global China that Global China has entered into a conditional agreement with the Purchaser under which Global China agreed to procure to be sold, and the Purchaser agreed to purchase, 312,624,443 Shares, representing approximately 74.5% of the issued share capital of the Company. Details of such transaction are contained in the announcement of even date issued by Global China.

Under Rule 26 of the Takeovers Code, the Purchaser is obliged to make a mandatory offer, upon aforesaid sale and purchase being completed, for all the issued Shares other than the Sale Shares and outstanding Options in accordance with the Takeovers Code. The terms of the Offer are set out under the section headed "Possible Mandatory General Offer" below. Shareholders' attention is drawn to the separate announcement on even date made by the Purchaser setting out the details, including the terms and conditions, of the Offer.

Trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 4 July 2002 at the request of the Company pending publication of this announcement. Application has been made by the Company for the resumption of trading of Shares on the Stock Exchange with effect from 9:30 a.m. on 12 July 2002.

WARNING: THE OFFER IS A POSSIBILITY ONLY. The Purchaser will only make the Offer subject to the aforesaid sale and purchase being completed. The completion of the sale and purchase is subject to the fulfilment of certain conditions precedent. As the Offer may or may not proceed, Shareholders and investors should exercise extreme caution when dealing in the Shares.

DISTRIBUTION

Special Interim Dividend

The Board intends to distribute STM Shares to the Shareholders by way of a special interim dividend in the proportion of one STM Share for every Share held by the Shareholders. Sing Tao Media is the holding company of the Group's media business which comprises newspapers and magazines publishing and media consultancy services. The Distribution is subject to the Board's formal approval and the Shareholders passing at a duly convened special general meeting such resolutions as may be necessary to implement the Distribution. In this connection, a board meeting will be convened on 16 July 2002 to consider and, if appropriate, to approve the Distribution. The then entire issued STM Shares at the time of the Record Date will be distributed under the Distribution. The Distribution will be made to the Shareholders whose names appear on the register of members of the Company on the Record Date in the proportion of one STM Share for every Share then held. Further announcement will be made in respect of the book closure period for the purpose of determining the entitlements of the Shareholders to the STM Shares under the Distribution

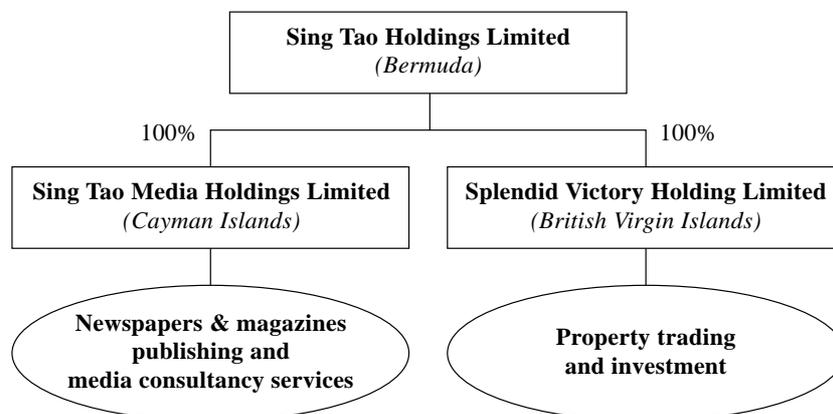
Upon completion of the Distribution, the business of the Company will primarily comprise non-media related commercial or industrial properties in Hong Kong, the People's Republic of China and Canada.

Reasons For the Distribution

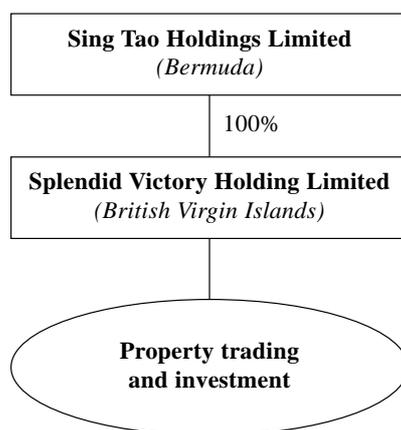
The Distribution is being proposed in order to realize the growing synergies that exist between the business operations and management of the Company and Global China. As referred to in the Annual Report of the Company for the period ended 31 December 2001, there is an increasing convergence between the Group's business and that of Global China's media and information services business. The Group's strategic objective of becoming a leading multimedia content provider and aggregator serving global Chinese communities may be best achieved by combining the respective strengths of the Group and Global China, as well as the financial and management resources of the two groups.

Effects of the Distribution

The following is the organizational structure of the Company immediately prior to the Distribution:



The following is the organizational structure of the Company immediately after the Distribution:



Further information of the Company will be included in the circular to be dispatched to the Shareholders.

INFORMATION OF SING TAO MEDIA

Sing Tao Media is a wholly owned subsidiary of the Company, and is principally engaged in the publishing of newspapers and magazines, including Sing Tao Daily, The Standard, East Touch and Teens and the provision of media consultancy services. STM Shares are not listed on any stock exchange. Financial information of Sing Tao Media will be included in the circular after having been reviewed by auditors of the Company.

POSSIBLE VOLUNTARY SECURITIES EXCHANGE OFFER

Upon completion of the Distribution, Global China Multimedia will be interested in 312,624,443 STM Shares, representing approximately 74.5% of the issued share capital of Sing Tao Media. In view of the fact that STM Shares are not listed on any stock exchange, Global China Multimedia, as a means to provide the liquidity in the shares to be received by the shareholders of the Company, intends to make a voluntary conditional securities exchange offer which is to be made by Global China Corporate Finance Limited on its behalf to acquire all the issued STM Shares (other than those STM Shares as may be received by Global China Multimedia pursuant to the Distribution). Pursuant to such securities exchange offer, shares in Global China will be offered in exchange for the STM Shares. Details, including the terms and conditions, of the possible securities exchange offer are contained in an announcement issued jointly by Global China and Global China Multimedia of even date.

BENEFITS TO THE SHAREHOLDERS

The Board believes that the Distribution, if implemented, will assist in streamlining the structure of the Group and allow the Shareholders to participate directly in the Group's investment in the media-related group of companies. Coupled with the possible securities exchange offer by Global China Multimedia as more particularly described in the paragraph titled "POSSIBLE VOLUNTARY SECURITIES EXCHANGE OFFER" above, the Shareholders will be offered an alternative channel to realize the value in their illiquid STM Shares and take up the securities of another Hong Kong-listed company.

BUSINESS OF THE GROUP AFTER DISTRIBUTION

Upon completion of the Distribution, the Company will continue to be engaged in property trading and investment, which has all along been one of the principal activities of the Group. The Company will hold a portfolio of commercial, industrial and retail properties in Hong Kong and overseas.

POSSIBLE MANDATORY GENERAL OFFER

The Board has been informed by Global China that it has entered into a conditional agreement with the Purchaser on 3 July 2002 under which Global China agreed to procure to be sold, and the Purchaser agreed to purchase, the Sale Shares, representing approximately 74.5% of the issued share capital of the Company. The Purchaser would have triggered a mandatory offer under Rule 26 of the Takeovers Code. As announced by the Purchaser on even date, the Purchaser intends to make a general offer to acquire all the issued share capital of the Company, other than the Sale Shares, and the outstanding Options subject to, amongst other things, the Distribution being completed. As at the date of this announcement, there are 419,619,246 Shares in issue. Accordingly, apart from the aforesaid 312,624,443 Shares, the remaining 106,994,803 Shares, representing approximately 25.5% of the entire issued share capital of the Company as at the date of announcement, will be subject to the Offer at HK\$0.524 each.

There are outstanding Options to subscribe for 21,000,000 Shares which are exercisable from 1 December 2001 to 2 September 2009 at subscription price of HK\$0.845 per Share (subject to certain adjustment) as at the date of this announcement. Save as disclosed in this announcement, there are no other warrants or securities convertible into Shares as at the date of this announcement.

Principal terms of the Offer

South China Securities, on behalf of the Purchaser, will make a mandatory general offer for each Share at HK\$0.524 in cash.

A comparable Offer would be made to cancel the outstanding Options at the see-through price, details of which is set out in the announcement of even date issued by the Purchaser.

Comparison of value

The Offer Price of HK\$0.524 per Share represents:

- (a) a discount of approximately 46.0% to the closing price of HK\$0.97 per Share quoted on the Stock Exchange prior to the suspension of trading in the Shares on 4 July 2002; and
- (b) a discount of approximately 51.9% to the average closing price of approximately HK\$1.089 per Share for the 10 trading days up to and including 3 July 2002.

Highest and lowest prices

During the six-month period preceding the date of this announcement, the highest and lowest closing prices of the Shares on the Stock Exchange were HK\$1.24 per Share on 5 June 2002 and HK\$0.94 per Share on 11 January, 14 January, 15 January and 16 January respectively.

Dealings

The Purchaser and its concert parties (as defined in the Takeovers Code) do not hold and have not dealt in any Shares during the past 6 months preceding the date of this announcement.

Stamp duty

Stamp duty at a rate of HK\$1 for every HK\$1,000 or part thereof of the amount payable in respect of the relevant acceptances will be deducted from the amount payable to the Shareholders who accept the Offer.

GENERAL

It is noted that Rule 8.2 of the Takeovers Code provides that an offer document should normally be posted by or on behalf of the Purchaser within 21 days of the date of this announcement. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of the Offer is subject to the prior fulfilment of conditions precedent and the conditions precedent cannot be fulfilled within the time periods contemplated by Rule 8.2. Application will be made by the Purchaser for a consent under Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the offer document time limit from within 21 days of this announcement to 7 days from the date of fulfilment of the conditions precedent of the Offer.

Shareholders' attention is drawn to the separate announcement on even date made by the Purchaser setting out the details, including the terms and conditions, of the Offer.

As and when the Offer is made, an independent board committee of the Company will be formed. Kingsway Capital Limited has been appointed as the independent financial advisor to consider the Offer and advise the independent board committee. The Company will send a circular containing the advice of the independent financial advisor to the Shareholders in relation to the Offer in accordance with the Takeovers Code. Shareholders are advised to consider the advice of the independent board committee and the independent financial advisor before acting on the Offer.

Global China and its concert parties currently hold an aggregate of 314,052,443 Shares, of which Mr. Charles Ho Tsu Kwok holds 1,428,000 Shares. The Board has no idea if Mr. Charles Ho Tsu Kwok will accept the Offer when made.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of directors of the Company
“Company”	Sing Tao Holdings Limited, the shares of which are listed on the Stock Exchange
“Distribution”	the conditional payment of a special interim dividend by the Company to be satisfied by a distribution in specie of one STM Share to the Shareholders for every one Share held on the Record Date
“Executive”	the Executive Director of the Corporate Finance Division of The Securities and Futures Commission of Hong Kong or any of his delegates
“Global China”	Global China Technology Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange and which, through Global China Multimedia, holds approximately 74.5% of the issued share capital of the Company
“Global China Multimedia”	Global China Multimedia Limited, a company incorporated in the British Virgin Islands and wholly-owned by Global China
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Offer”	the possible mandatory offer by South China Securities on behalf of the Purchaser for the entire issued share capital of the Company, other than the Sale Shares, and the Options
“Options”	outstanding options to subscribe for 21,000,000 Shares granted under the share option scheme adopted by the Company on 3 September 1999
“Purchaser”	Ming Yuan Investments Group Limited, a company incorporated in the British Virgin Islands with limited liability and owned by Mr. Yao Yuan and his family
“Record Date”	31 July 2002, or such other date as the Company may determine, being the record date for ascertaining the entitlement of Shareholders to participate in the Distribution
“Sale Shares”	312,624,443 Shares currently held indirectly by Global China, representing approximately 74.5% of the issued share capital of the Company
“Share(s)”	share(s) of HK\$0.25 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

“Sing Tao Media”	Sing Tao Media Holdings Limited, a company incorporated in the Cayman Islands and a wholly-owned subsidiary of the Company
“South China Securities”	South China Securities Limited, a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong)
“STM Share(s)”	shares of HK\$0.01 each in the ordinary share capital of Sing Tao Media
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases as in force in Hong Kong from time to time

By Order of the Board of
Sing Tao Holdings Limited
Charles HO Tsu Kwok
Chairman

Hong Kong, 11 July 2002

The Directors of the Company accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.

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