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MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 995098-A)

(Hong Kong Stock Code: 685, Malaysia Stock Code: 5090)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
PART A
PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE
OR TRADING NATURE**

**PART B
STATEMENT IN RELATION TO PROPOSED RENEWAL OF
SHARE BUY-BACK MANDATE,
PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES
AND
RE-ELECTION OF DIRECTORS**

Notice of the Twenty-first Annual General Meeting of Media Chinese International Limited (the "Company") to be held at (i) Sin Chew Media Corporation Berhad, Activity Centre, No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Wednesday, 24 August 2011 at 10:00 a.m. together with a proxy form are enclosed together with the Annual Report 2010/11.

The Shareholders are requested to complete the proxy form and deposit the original proxy form at (i) the Malaysia share registrar office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia or (ii) the Hong Kong head office and principal place of business at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than 48 hours before the time stipulated for holding the meeting or any adjournment thereof. The lodging of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you subsequently wish to do so.

Last date and time for lodging the proxy form : 22 August 2011 at 10:00 a.m.
Date and time of the Annual General Meeting : 24 August 2011 at 10:00 a.m.

This circular is dated 15 July 2011

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DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this circular.

“Act”	the Malaysian Companies Act, 1965, as amended from time to time and any re-enactment thereof
“AGM”	the annual general meeting of the Company
“Annual Report 2010/11”	the annual report of the Company for the financial year ended 31 March 2011
“Audit Committee”	the audit committee of the Board, comprising all non-executive Directors, namely Mr David Yu Hon To, Tan Sri Dato’ Lau Yin Pin, Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh and Mr Leong Chew Meng
“Beijing OMG”	Beijing OMG Advertising Company Limited, a wholly foreign-owned enterprise established in the People’s Republic of China
“Beijing TRA”	Beijing Times Resource Advertising Company Limited, a domestic enterprise established in the People’s Republic of China
“Board”	the board of Directors of the Company
“Bursa Securities”	Bursa Malaysia Securities Berhad (Malaysia Company No. 635998-W)
“Bye-Law(s)”	the bye-laws(s) of the Company as may be amended from time to time
“Charming”	Charming Holidays Limited, a company incorporated in Hong Kong
“Company”	Media Chinese International Limited (Malaysia Company No. 995098-A), a company incorporated in Bermuda with limited liability and the Shares of which are dual listed on Bursa Securities and the HKEx
“Conch”	Conch Company Limited, a company incorporated in the British Virgin Islands
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“Director(s)”	Shall have the meaning given in Section 2(1) of the Malaysian Capital Markets and Services Act, 2007 and for purposes of the Proposed Shareholders’ Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
“EA”	Evershine Agency Sdn Bhd (Malaysia Company No. 168726-X)
“Everfresh”	Everfresh Dairy Products Sdn Bhd (Malaysia Company No. 263971-U)
“Ezywood”	Ezywood Options Sdn Bhd (Malaysia Company No. 604068-X)
“GMRSB”	Guang-Ming Ribao Sdn Bhd (Malaysia Company No. 129555-W)
“Group”	the Company and its subsidiaries
“Guangzhou Kin Ming”	Guangzhou Kin Ming Printing Limited, a wholly foreign-owned enterprise established in the People’s Republic of China
“HKEx”	The Stock Exchange of Hong Kong Limited
“Holgain”	Holgain Limited, a company incorporated in Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“Kin Ming”	Kin Ming Printing Company Limited, a company incorporated in Hong Kong
“Latest Practicable Date”	4 July 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Requirements”	Main Market Listing Requirements of Bursa Securities
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Madigreen”	Madigreen Sdn Bhd (Malaysia Company No. 305806-M)

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“major shareholder”	<p>as defined under the Listing Requirements, a person who has (which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) an interest or interests in one or more voting shares in a company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:</p> <ul style="list-style-type: none">(a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or(b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation; <p>or any other corporation which is its subsidiary or holding company</p> <p>(For the purposes of this definition, “interest in shares” shall have the meaning given in Section 6A of the Act.)</p>
“Malaysian Takeovers Code”	the Malaysian Code on Takeovers and Mergers 1998, as amended from time to time
“MNI”	Malaysian Newsprint Industries Sdn Bhd (Malaysia Company No. 28382-H)
“MPF”	Ming Pao Finance Limited, a company incorporated in the British Virgin Islands
“MPH”	Ming Pao Holdings Limited, a company incorporated in Hong Kong
“MPM”	Ming Pao Magazines Limited, a company incorporated in Hong Kong
“MPN”	Ming Pao Newspapers Limited, a company incorporated in Hong Kong
“MPSB”	Mulu Press Sdn Bhd (Malaysia Company No. 137647-P)
“Nanyang”	Nanyang Press Holdings Berhad (Malaysia Company No. 3245-K)
“Nanyang Group”	Nanyang and its subsidiary companies, the wholly-owned subsidiaries of the Company
“NSP”	Nanyang Siang Pau Sdn Bhd (Malaysia Company No. 6164-V)

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“OCE”	Optical Communication Engineering Sdn Bhd (Malaysia Company No. 151535-H)
“OMG”	One Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of HKEx
“OMG Group”	OMG and its subsidiary companies
“OMH”	One Media Holdings Limited, a company incorporated in the British Virgin Islands
“PAA”	Pertumbuhan Abadi Asia Sdn Bhd (Malaysia Company No. 67069-X)
“person connected”	<p>as defined under the Listing Requirements, in relation to a Director or a major shareholder means such person who falls under any one of the following categories:</p> <ul style="list-style-type: none">(a) a family member of the Director or major shareholder;(b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, major shareholder or a family member of the Director or major shareholder is the sole beneficiary;(c) a partner of the Director, major shareholder or a partner of a person connected with that Director or major shareholder;(d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or major shareholder;(e) a person in accordance with whose directions, instructions or wishes the Director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or major shareholder;(g) a body corporate or its Directors whose directions, instructions or wishes the Director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;

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(h) a body corporate in which the Director, major shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or

(i) a body corporate which is a related corporation

“PHSB”	Pacific Hijau Sdn Bhd (Malaysia Company No. 105483-K)
“Progresif”	Progresif Growth Sdn Bhd (Malaysia Company No. 575150-P)
“Proposed Shareholders’ Mandate”	the proposed renewal of and new shareholders’ mandate pursuant to paragraph 10.09 of the Listing Requirements in respect of the RRPT, details of which are set out in section 2 contained in Part A of this circular, for the Group to enter into recurrent related party transactions of a revenue or trading nature
“Related Party(ies)”	as defined under the Listing Requirements, Director(s), major shareholder(s) or person connected with such Director(s) or major shareholder(s)
“RHCI”	RIMBUNAN HIJAU China Investment Inc., a company incorporated in the Cayman Islands
“RHDC”	R.H. Development Corporation Sdn Bhd (Malaysia Company No. 110220-V)
“RHE”	Rimbunan Hijau Estate Sdn Bhd (Malaysia Company No. 153596-K)
“RHH”	Rimbunan Hijau Holdings Sdn Bhd (Malaysia Company No. 356773-H)
“RHS”	Rimbunan Hijau (Sarawak) Sdn Bhd (Malaysia Company No. 487227-D)
“RHSA”	Rimbunan Hijau Southeast Asia Sdn Bhd (Malaysia Company No. 487223-W)
“RHTT”	R. H. Tours & Travel Agency Sdn Bhd (Malaysia Company No. 156321-W)
“RRPT”	as defined under the Listing Requirements, related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the Group’s day-to-day operations

DEFINITIONS

“SCMCB”	Sin Chew Media Corporation Berhad (Malaysia Company No. 98702-V)
“SCMCB Group”	SCMCB and its subsidiary companies, the wholly-owned subsidiaries of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-Back Mandate”	the proposed general mandate to permit the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued and paid-up share capital of the Company as at the date of passing the Share Buy-Back Resolution
“Share Buy-Back Resolution”	the proposed ordinary resolution pertaining to the Share Buy-Back Mandate, to be tabled at the forthcoming AGM
“Share(s)”	the ordinary share(s) in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“substantial shareholder”	as defined under the Listing Rules, in relation to a company, means a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the company
“TCP”	The China Press Berhad (Malaysia Company No. 1508-X)
“TSL”	Teck Sing Lik Enterprise Sdn Bhd (Malaysia Company No. 057850-M)
“TSTHK”	Tan Sri Datuk Sir Diong Hiew King @ Tiong Hiew King
“TTS&S”	Tiong Toh Siong & Sons Sendirian Berhad (Malaysia Company No. 18223-P)
“TTSE”	Tiong Toh Siong Enterprises Sdn Bhd (Malaysia Company No. 178305-K)
“TTSH”	Tiong Toh Siong Holdings Sdn Bhd (Malaysia Company No.105159-U)
“%”	per cent

DEFINITIONS

Currencies:

“HKD” or “HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RM” and “sen”	Ringgit Malaysia and sen respectively, the lawful currency of Malaysia
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“USD” or “US\$”	United States dollar(s), the lawful currency of the United States of America



MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 995098-A)

(Hong Kong Stock Code: 685, Malaysia Stock Code: 5090)

Board of Directors:

Executive Directors:

Tan Sri Datuk Sir Tiong Hiew King

(Group Executive Chairman)

Mr Tiong Kiu King

Dato' Sri Dr Tiong Ik King

Mr Tiong Kiew Chiong *(Group CEO)*

Ms Siew Nyoke Chow

Ms Sim Sai Hoon

Non-executive Director:

Mr Leong Chew Meng

Independent Non-executive Directors:

Mr David Yu Hon To

Tan Sri Dato' Lau Yin Pin

Temenggong Datuk Kenneth Kanyan

Anak Temenggong Koh

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Registered Office in Malaysia:

Level 8, Symphony House, Block D13

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47301 Petaling Jaya

Selangor Darul Ehsan

Malaysia

Head Office and Principal Place of Business:

No. 19, Jalan Semangat

46200 Petaling Jaya

Selangor Darul Ehsan

Malaysia

15th Floor, Block A

Ming Pao Industrial Centre

18 Ka Yip Street

Chai Wan

Hong Kong

15 July 2011

To: The Shareholders

Dear Sir/Madam

PART A — PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1 INTRODUCTION

At the annual general meeting of the Company held on 25 August 2010, the Shareholders, had inter alia, granted a mandate for the Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day to day operations in the ordinary course of

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business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public. The said mandate shall, in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM scheduled on 24 August 2011 at 10:00 a.m. unless the approval for its renewal is obtained.

Accordingly, the Company had on 20 June 2011 announced of its intention to seek Shareholders' approval on the Proposed Shareholders' Mandate at the forthcoming AGM.

The purpose of Part A of this circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM. Notice of the AGM together with the proxy form are enclosed in the Annual Report 2010/11 of the Company.

2 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek shareholders' mandate from its shareholders for recurrent related party transactions subject to, inter alia, the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Listing Requirements;
- (iii) the listed issuer's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholder mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular to shareholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

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Accordingly, the Board proposes to seek the approval of Shareholders for the Proposed Shareholders' Mandate. The Proposed Shareholders' Mandate will allow the Group, in the normal course of business, to enter into the RRPT referred in Section 2.5, with the Related Party, provided that such transactions are made at arm's length, on the Group's normal commercial terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority Shareholders of the Group.

2.2 Validity period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the Shareholders, shall take effect from the passing of the relevant ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until:

- (i) the conclusion of the next AGM following the forthcoming Twenty-first AGM at which time the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by ordinary resolution passed at the general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required by applicable laws or the Bye-Laws of the Company to be held; or
- (iii) revoked or varied by ordinary resolution passed by the Shareholders in a general meeting;

whichever is the earlier.

Thereafter, approval from the Shareholders for subsequent renewals will be sought at each subsequent AGM.

2.3 Principal activities of the Group

The Company is an investment holding company. The Group is principally engaged in the following core businesses while the principal activities of its subsidiaries are set out in Appendix II:

- (i) publishing and printing of newspapers, books and magazines
- (ii) internet related businesses
- (iii) travel and travel related businesses
- (iv) investment holding

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2.4 Classes of Related Party

The Proposed Shareholders' Mandate will apply to the following classes of Related Party:

- (i) Directors or major shareholders; and
- (ii) Persons connected with the Directors or major shareholders.

The Related Party and companies involved in the RRPT includes MNI, TTS&S, RHH, Everfresh, EA, RHTT, PHSB, MPM, OMH, Beijing OMG, RHCI, OCE and OMG Group.

The categories of transactions involving MNI, TTS&S, RHH, Everfresh, EA, RHTT, PHSB, MPM, OMH, Beijing OMG, RHCI, OCE and OMG Group are stated in item 2.5.

2.5 Nature of the RRPT and their estimated value

The RRPT which are intended to be entered into by the Group pursuant to the Proposed Shareholders' Mandate are detailed as below.

(A) Existing transactions

Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date		Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			RM'000	US\$'000	RM'000	US\$'000	RM'000	US\$'000		
1. MNI	Manufacture and sales of newsprint	(i) SCMCB Group and Nanyang Group to purchase materials such as newsprint from MNI	252,000	83,930	82,862	27,598	244,500	81,432	SCMCB Group	RHDC and RHE are the substantial shareholders (pursuant to the Act) of MNI.
			150,000	49,958	27,388	9,122	151,200	50,358	Nanyang Group	TSTHK is both a major shareholder and a director of the Company. He is a major shareholder of RHE and RHDC, and a director of SCMCB.
		(ii) Disposal of newsprint scraps from SCMCB Group and Nanyang Group to MNI	7,532	2,509	3,126	1,041	7,091	2,362	SCMCB Group	Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is (pursuant to the Act) a substantial shareholder of RHDC.
			8,025	2,673	3,891	1,296	8,013	2,669	Nanyang Group	

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Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date		Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			RM'000	US\$'000	RM'000	US\$'000	RM'000	US\$'000		
2. TTS&S	Timber extraction, equipment rental, investment holding and operations in agriculture businesses	MPSB's tenancy of offices from TTS&S as landlord. Please refer to Appendix III for details of the offices	50	17	37	12	55	18	MPSB	<p>TTSH is a holding company of TTS&S.</p> <p>TSTHK is both a major shareholder and a director of the Company and TTSH. He is also a director of TTS&S and SCMCB (the holding company of MPSB).</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company and TTSH.</p>
3. RHH	Investment holding and trading in computer and providing related services	MPSB's tenancy of office at Lot 235-236, Kemena Commercial Centre, Jalan Tanjung Batu, 97000 Bintulu, Sarawak, Malaysia (size of rented premise: 1,728 square feet) from RHH as landlord at a monthly rental of RM1,000	13	4	10	3	16	5	MPSB	<p>TSL is a major shareholder of RHH and a shareholder of the Company.</p> <p>TSTHK is both a major shareholder and a director of the Company, TSL and RHH. He is a director of SCMCB (the holding company of MPSB).</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is also a major shareholder of RHH.</p>
4. Everfresh	Investment holdings and general farming	MPSB's tenancy of office at Lot 1054, Block 31, Kemena Commercial Centre, Jalan Tanjung Batu, 97000 Bintulu, Sarawak, Malaysia (size of rented premise: 1,421 square feet) from Everfresh as landlord at a monthly rental of RM500	9	3	5	2	8	3	MPSB	<p>TTSE and TSL are major shareholders of Everfresh and shareholders of the Company.</p> <p>TSTHK is both a major shareholder and a director of Everfresh, TTSE, TSL and the Company. TSTHK is a director of SCMCB (the holding company of MPSB).</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is also a major shareholder of TTSE.</p>

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Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date		Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			RM'000	US\$'000	RM'000	US\$'000	RM'000	US\$'000		
5. EA	Insurance agent and providing handling services	Receipt of services i.e. MPSB purchases motor vehicle insurance from EA	5	2	4	1	7	2	MPSB	<p>RHS is a shareholder of the Company and a major shareholder of EA.</p> <p>PAA, TSL and TTSE are major shareholders of RHS and shareholders of the Company.</p> <p>TSTHK is a major shareholder of EA and a director of SCMCB (the holding company of MPSB). He is both a major shareholder and a director of the Company, RHS, PAA, TSL and TTSE.</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is a major shareholder of TTSE and, pursuant to the Act, a substantial shareholder of EA.</p>
6. RHTT	Tour operator & travel agent	Receipt of services i.e. to purchase air tickets from RHTT	204	68	96	32	226	75	the Group	<p>RHS is a shareholder of the Company and a major shareholder of RHTT.</p> <p>PAA, TSL and TTSE are major shareholders of RHS and shareholders of the Company.</p> <p>TSTHK is both a major shareholder and a director of the Company, RHTT, RHS, PAA, TSL and TTSE.</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is a major shareholder of TTSE and a shareholder of RHTT.</p>

PART A: LETTER FROM THE BOARD

Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date		Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			HK\$'000	US\$'000	HK\$'000	US\$'000	HK\$'000	US\$'000		
7. MPM	Publication and distribution of magazines	Granting the rights and licenses by MPF to MPM to use the trademarks and past contents of various publications	16,600	2,133	9,720	1,249	16,600	2,133	MPF	<p>MPM is a wholly-owned subsidiary of OMG. MPF is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of both MPM and MPF. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of MPM, MPF and OMG. He is also a director and a shareholder of the Company.</p>
8. OMH	Investment holding	Provision of circulation support services and library support services by MPN to OMH and its subsidiaries	3,757	483	1,238	159	3,742	481	MPN	<p>OMH is a wholly-owned subsidiary of OMG. MPN is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of both OMH and MPN. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of OMH, MPN and OMG. He is also a director and a shareholder of the Company.</p>
9. OMH	Investment holding	Provision of administrative support services by MPH to OMH and its subsidiaries (Note 2)	4,698	604	4,124	530	6,279	807	MPH	<p>OMH is a wholly-owned subsidiary of OMG. MPH is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of both OMH and MPH. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of OMH, MPH and OMG. He is also a director and a shareholder of the Company.</p>

PART A: LETTER FROM THE BOARD

Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date		Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			HK\$'000	US\$'000	HK\$'000	US\$'000	HK\$'000	US\$'000		
10. OMH	Investment holding	Leasing of parking space, office space and storage space inside Ming Pao Industrial Centre situated at 18 Ka Yip Street, Chaiwan, Hong Kong (size of rented premise: approximately 16,800 square feet) from Holgain as landlord to OMH and its subsidiaries at a monthly rental of HK\$109,625	2,500	321	1,388	178	2,500	321	Holgain	<p>OMH is a wholly-owned subsidiary of OMG. Holgain is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of both OMH and Holgain. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of OMH, Holgain and OMG. He is also a director and a shareholder of the Company.</p>
11. OMG Group	Publication, marketing and distribution of Chinese language lifestyle magazines	Provision of services such as air tickets and accommodation arrangement services by Charming to OMG Group	1,000	129	334	43	1,000	129	Charming	<p>Charming is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of Charming. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of Charming and OMG. He is also a director and a shareholder of the Company.</p>
12. OMG Group	Publication, marketing and distribution of Chinese language lifestyle magazines	Provision of barter advertising services by the Group to OMG Group	2,000	257	1,021	131	2,000	257	the Group	<p>The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of OMG. He is also a director and a shareholder of the Company.</p>

PART A: LETTER FROM THE BOARD

Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date		Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			HK\$'000	US\$'000	HK\$'000	US\$'000	HK\$'000	US\$'000		
13. OMG Group	Publication, marketing and distribution of Chinese language lifestyle magazines	Receipt of barter advertising services by the Group from OMG Group	2,000	257	1,064	137	2,000	257	the Group	<p>The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of OMG, He is also a director and a shareholder of the Company.</p>
14. Beijing OMG	Magazines operation	Provision of printing services by Guangzhou Kin Ming to Beijing OMG	9,913	1,274	6,490	834	8,850	1,137	Guangzhou Kin Ming	<p>Beijing OMG is a wholly-owned subsidiary of OMG. Guangzhou Kin Ming is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of both Beijing OMG and Guangzhou Kin Ming. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of Beijing OMG, Guangzhou Kin Ming and OMG. He is also a director and a shareholder of the Company.</p>
15. OMH	Investment holding	Provision of pre-press services by Kin Ming to OMH and its subsidiaries	120	15	66	8	200	26	Kin Ming	<p>OMH is a wholly-owned subsidiary of OMG. Kin Ming is a wholly-owned subsidiary of the Company. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>Mr Tiong Kiew Chiong is a director of both OMH and Kin Ming. He is also a director and a shareholder of the Company and OMG.</p> <p>Mr Tiong Kiu King is a director of OMH, Kin Ming and OMG. He is also a director and a shareholder of the Company.</p>

PART A: LETTER FROM THE BOARD

(B) *New transactions*

Related party	Principal activities	Nature of transaction	Estimated transaction value from 24 August 2011 (date of AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
			RMB'000	US\$'000		
1. RHCI	Investment holding	Leasing of office space of Unit C, 9/F., South Tower, China Overseas Plaza, Beijing, China (size of rented premise: approximately 241 square metres) from Beijing TRA to RHCI at a monthly fee of RMB63,865	703	109	Beijing TRA	<p>Beijing TRA is a wholly-owned subsidiary of OMG. The Company is a major shareholder and a substantial shareholder of OMG.</p> <p>TSTHK is both a major shareholder and a director of the Company and RHCI.</p> <p>Mr Tiong Kiew Chiong is a director of OMG, Beijing TRA and the Company. He is also a shareholder of OMG and the Company.</p>
			<i>RM'000</i>	<i>US\$'000</i>		
2. OCE	Manufacturing and marketing of optical fibres and optical fibre cables	SCMCB's tenancy of No. 15, Jalan Mewah Satu, Taman Mewah, 12100 Butterworth, Pulau Pinang, Malaysia (size of rented premise: 1,400 square feet) from OCE as landlord at a monthly rental of RM500	7	2	SCMCB	<p>PAA and TSL are major shareholders of OCE and shareholders of the Company.</p> <p>TSTHK is both a major shareholder and a director of OCE, PAA, TSL and the Company. He is a director of SCMCB.</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is also a director and a shareholder of OCE.</p>
3. OCE	Manufacturing and marketing of optical fibres and optical fibre cables	GMRSB's tenancy of No. 15, Jalan Mewah Satu, Taman Mewah, 12100 Butterworth, Pulau Pinang, Malaysia (size of rented premise: 1,400 square feet) from OCE as landlord at a monthly rental of RM500	7	2	GMRSB	<p>PAA and TSL are major shareholders of OCE and shareholders of the Company.</p> <p>TSTHK is both a major shareholder and a director of OCE, PAA, TSL and the Company. He is a director of SCMCB (the holding company of GMRSB).</p> <p>Dato' Sri Dr Tiong Ik King is both a major shareholder and a director of the Company. He is also a director and a shareholder of OCE.</p>

PART A: LETTER FROM THE BOARD

(C) Old transactions

Save for the above, the Company does not intend to seek approval from Shareholders on the following RRPTs that appeared in the preceding year's circular to Shareholders:

Related party	Principal activities	Nature of transaction	Estimated value under the mandate approved at the last AGM (as disclosed in the preceding year's circular to Shareholders dated 26 July 2010)		Actual value transacted from the date of last AGM on 25 August 2010 up to the Latest Practicable Date	
			RM'000	US\$'000	RM'000	US\$'000
1. PHSB	Property investment holdings	SCMCB's tenancy of No. 15, Jalan Mewah Satu, Taman Mewah, 12100 Butterworth, Pulau Pinang, Malaysia (size of rented premise: 1,400 square feet) from PHSB as landlord at a monthly rental of RM500	7	2	—	—
2. PHSB	Property investment holdings	GMRSB's tenancy of No. 15, Jalan Mewah Satu, Taman Mewah, 12100 Butterworth, Pulau Pinang, Malaysia (size of rented premise: 1,400 square feet) from PHSB as landlord at a monthly rental of RM500	7	2	—	—

Notes:

- (1) The estimated transaction value, for the period from 24 August 2011 up to next AGM are based on information, budgets and forecast available at the point of estimation and the actual value of transactions may vary accordingly.
- (2) The administrative support services include administrative, human resources, corporate communications and legal services, IS programming support services, and leasing of certain computer and office equipment from MPH to OMH and its subsidiaries.
- (3) The presentation currencies of this table are RM, RMB and HK\$. Supplementary information in US\$ is shown for reference only and has been made at the same exchange rate of US\$1.00 to RM3.0025, US\$1.00 to RMB6.4625 and US\$1.00 to HK\$7.7815, being the middle exchange rate quoted by Bank Negara Malaysia at 5:00 p.m. on the Latest Practicable Date.

2.6 Deviation from the previous Shareholders' mandate

The actual value of RRPT did not exceed the estimated value as approved under the previous Shareholders' mandate granted to the Company at the last AGM.

2.7 Guidelines and procedures on which transaction prices are determined

To ensure that the RRPT are conducted on commercial terms consistent with the Group's usual business practices and policies, transaction prices and are on terms not more favourable to the Related Parties than those generally available to the public, where applicable, and are not, in the Group's opinion, detrimental to the minority Shareholders, the following principles will apply:

- (i) The purchase of materials or goods, receipt of services and provision of services shall be determined based on prevailing rates/prices of the goods or services (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers or for bulk sales) according to commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations, or on a cost reimbursement basis;

PART A: LETTER FROM THE BOARD

- (ii) Provision of management/support service are based on normal commercial terms;
- (iii) The tenancy/leasing/rental of properties shall be at the prevailing market rates for the same or substantially similar properties and shall be on commercial terms;
- (iv) The license fees income of the right to use the trademarks and past contents of certain publications is charged at a pre-determined rate calculated by reference to the license fees charged by third party licensors.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Board and Audit Committee will rely on their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of transactions to be provided or required to ensure that the RRPT is not detrimental to the Group.

2.8 Review procedures of RRPT

To identify, track and monitor the RRPT, the following review procedures have been established and implemented:

- (i) A list of Related Parties and a summary explaining what constitutes a RRPT will be circulated to the Directors and management of the Group, to notify that all such RRPT are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority Shareholders.

The list of Related Parties will be continuously updated and circulated to the Directors and management of the Group, as and when the RRPT's status changes or additional RRPT are included or in any event, at least once a year if there is no change in the RRPT's status;

- (ii) Records of RRPT will be retained and compiled for review by the Audit Committee;
- (iii) The Audit Committee will review all RRPT at each quarterly meeting and will report and make necessary recommendation to the Board. Any member of the Audit Committee may, as he deems fit, request for additional information pertaining to the transaction including from independent sources or advisors;
- (iv) The annual internal audit plan shall incorporate a review of all RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;

PART A: LETTER FROM THE BOARD

- (v) The Board and the Audit Committee shall review the internal audit reports to ascertain that the review procedures established to monitor RRPT have been complied with and the review shall be done at every quarter together with the review of quarterly results; and
- (vi) The Board and the Audit Committee have reviewed the above guidelines and procedures, and shall continue to review the procedures as and when required, with the authority to sub-delegate such function to individuals or committees within the Group as they deem appropriate. If a member of the Board or Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will not participate in the deliberation of such transaction and will abstain from any decision making by the Board or the Audit Committee in respect of that transaction.

2.9 Threshold of authority

There are no specific thresholds for approval of RRPT within the Group. Nevertheless, all RRPT are subject to the approval of appropriate level of authority as determined by senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements, where necessary.

In compliance with Paragraph 10.09(1)(a) of the Listing Requirements, the Group shall immediately announce a RRPT where:

- (i) The consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) The percentage ratio of such RRPT is 1% or more,

whichever is the higher.

2.10 Statement by Audit Committee

The Audit Committee, having reviewed the procedures as outlined in section 2.7 and 2.8 above and, is of the view that the review procedures and processes which the Group has in place as well as the quarterly review to be made by the Audit Committee are adequate to ensure that the RRPT entered into are identified, tracked and monitored in a timely and orderly manner. The RRPT will be carried out on normal commercial terms which are not prejudicial to the interests of Shareholders and that the terms of the RRPT are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority Shareholders of the Company. Such guidelines, procedures and processes are subject to review by the Audit Committee annually.

PART A: LETTER FROM THE BOARD

2.11 Disclosure

Disclosure will be made in the annual report of the Company in accordance with paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT entered into during the financial year based on the following information:

- (i) the type of the RRPT made; and
- (ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate has been obtained.

3 RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDERS' MANDATE

The rationale and benefits of the Proposed Shareholders' Mandate to the Group are as follows:

- (i) to facilitate transactions with Related Parties which are in the ordinary course of business of the Group undertaken at arms' length, normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of minority Shareholders;
- (ii) to enhance the Group's ability to pursue business opportunities which are time-sensitive in nature and will eliminate the need to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' approval for each transaction;
- (iii) for certain transactions where it is vital that confidentiality be maintained, it will not be viable for prior Shareholders' mandate to be obtained as this will entail the release of details of the transactions and may adversely affect the interests of the Group and place the Group at a disadvantage to its competitors who may not require Shareholders' mandate to be obtained; and
- (iv) to substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad hoc basis, improve administrative efficiency considerably, and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

4 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the share capital, dividend, gearing, net assets, earnings and the shareholdings of the Directors and major shareholders of the Company.

PART A: LETTER FROM THE BOARD

5 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Save as disclosed below, none of the other Directors and major shareholders of the Company and/or persons connected with them has any interest, direct and indirect in the Proposed Shareholders' Mandate:

- (i) TSTHK and Dato' Sri Dr Tiong Ik King are Directors and major shareholders of the Company, with direct and indirect shareholdings in the Company. Mr Tiong Kiu King and Mr Tiong Kiew Chiong are Directors and Shareholders of the Company, with direct and/or indirect shareholdings in the Company. As such, they are deemed interested in the Proposed Shareholders' Mandate. Their respective shareholdings in the Company as at the Latest Practicable Date are as follows:

Name	Direct		Indirect (as calculated under the Listing Requirements)	
	<i>No. of Shares held</i>	%	<i>No. of Shares held</i>	%
TSTHK	87,109,058	5.17	798,478,690 ⁽¹⁾ 10,626,895 ⁽²⁾	47.37 0.63
Mr Tiong Kiu King	2,540,559	0.15	147,000 ⁽³⁾	0.01
Dato' Sri Dr Tiong Ik King	11,144,189	0.66	252,487,700 ⁽⁴⁾	14.98
Mr Tiong Kiew Chiong	3,847,483	0.23	—	—

⁽¹⁾ Deemed interested by virtue of his interests in Conch, TSL, RHS, RHSA, TTSE, PAA, Progresif, Ezywood and Madigreen.

⁽²⁾ Deemed interested by virtue of his family's interest.

⁽³⁾ Deemed interested by virtue of his spouse's interest.

⁽⁴⁾ Deemed interested by virtue of his interest in Conch.

PART A: LETTER FROM THE BOARD

- (ii) RHS, TSL, PAA and TTSE are Shareholders and also persons connected to interested Directors and major shareholders of the Company (“Interested Persons Connected”). They are deemed interested in the Proposed Shareholders’ Mandate. Their respective shareholdings in the Company as at the Latest Practicable Date are as follows:

Name	Direct		Indirect (as calculated under the Listing Requirements)	
	<i>No. of Shares held</i>	%	<i>No. of Shares held</i>	%
RHS	15,536,696	0.92	—	—
TSL	65,319,186	3.87	76,688,321 ⁽¹⁾	4.55
PAA	1,902,432	0.11	401,407,560 ⁽²⁾	23.81
TTSE	1,744,317	0.10	22,068,884 ⁽³⁾	1.31

⁽¹⁾ Deemed interested by virtue of its interests in RHSA, RHS, TTSE and Madigreen.

⁽²⁾ Deemed interested by virtue of its interests in Progresif, RHSA, RHS and Madigreen.

⁽³⁾ Deemed interested by virtue of its interests in RHSA and RHS.

The interested Directors and/or major shareholders of the Company, namely, TSTHK, Mr Tiong Kiu King, Dato’ Sri Dr Tiong Ik King and Mr Tiong Kiew Chiong, have abstained and will continue to abstain from Board deliberations and voting on the Proposed Shareholders’ Mandate. TSTHK, Mr Tiong Kiu King, Dato’ Sri Dr Tiong Ik King and Mr Tiong Kiew Chiong will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the Proposed Shareholders’ Mandate at the forthcoming AGM.

The Interested Persons Connected, namely, Conch, RHS, RHSA, TSL, PAA, TTSE, Progresif, Ezywood and Madigreen will abstain from voting on the Proposed Shareholders’ Mandate in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM.

In addition, the interested Directors and/or major shareholders of the Company have also undertaken to ensure that persons connected with them will abstain from voting on the Proposed Shareholders’ Mandate in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM.

6 CONDITION OF THE PROPOSED SHAREHOLDERS’ MANDATE

The Proposed Shareholders’ Mandate is conditional upon the approval of the Shareholders at the forthcoming AGM.

7 DIRECTORS’ RECOMMENDATION

The Board, save for TSTHK, Mr Tiong Kiu King, Dato’ Sri Dr Tiong Ik King and Mr Tiong Kiew Chiong, having considered all aspects of the Proposed Shareholders’ Mandate is of the opinion that the Proposed Shareholders’ Mandate is in the best interest of the Company and the Shareholders.

PART A: LETTER FROM THE BOARD

Accordingly, save for TSTHK, Mr Tiong Kiu King, Dato' Sri Dr Tiong Ik King and Mr Tiong Kiew Chiong, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8 AGM

The resolution to vote on the Proposed Shareholders' Mandate is set out as special business in the notice of AGM contained in the Annual Report 2010/11 which was sent to you together with this circular.

The notice convening the AGM to vote on the ordinary resolution and the proxy form are enclosed in the Annual Report 2010/11 accompanying this circular. The AGM will be held at (i) Sin Chew Media Corporation Berhad, Activity Centre, No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Wednesday, 24 August 2011 at 10:00 a.m. for the purpose of considering, and if thought fit, passing, inter alia, the ordinary resolution on the Proposed Shareholders' Mandate under the agenda of special business as set out in the notice enclosed in the Annual Report 2010/11.

9 ACTION TO BE TAKEN

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the proxy form enclosed in the Annual Report 2010/11 in accordance with the instructions printed thereon as soon as possible, in any event, so as to arrive at (i) the Malaysia share registrar office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia; or (ii) the Hong Kong head office and principal place of business at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than forty eight (48) hours before the time fixed for the AGM or any adjournment thereof.

10 FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for additional information.

Yours faithfully,
On behalf of the Board of
MEDIA CHINESE INTERNATIONAL LIMITED
Siew Nyoke Chow
Executive Director



MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 995098-A)

(Hong Kong Stock Code: 685, Malaysia Stock Code: 5090)

Board of Directors:

Executive Directors:

Tan Sri Datuk Sir Tiong Hiew King
(Group Executive Chairman)

Mr Tiong Kiu King

Dato' Sri Dr Tiong Ik King

Mr Tiong Kiew Chiong *(Group CEO)*

Ms Siew Nyoke Chow

Ms Sim Sai Hoon

Non-executive Director:

Mr Leong Chew Meng

Independent Non-executive Directors:

Mr David Yu Hon To

Tan Sri Dato' Lau Yin Pin

Temenggong Datuk Kenneth Kanyan

Anak Temenggong Koh

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Registered Office in Malaysia:

Level 8, Symphony House, Block D13

Pusat Dagangan Dana 1, Jalan PJU 1A/46

47301 Petaling Jaya

Selangor Darul Ehsan

Malaysia

Head Office and Principal Place of Business:

No. 19, Jalan Semangat

46200 Petaling Jaya

Selangor Darul Ehsan

Malaysia

15th Floor, Block A

Ming Pao Industrial Centre

18 Ka Yip Street

Chai Wan

Hong Kong

15 July 2011

To: The Shareholders

Dear Sir/Madam

**PART B — STATEMENT IN RELATION TO PROPOSED RENEWAL OF SHARE
BUY-BACK MANDATE, PROPOSED GENERAL MANDATE TO
ISSUE NEW SHARES AND RE-ELECTION OF DIRECTORS**

1 PROPOSED SHARE BUY-BACK MANDATE

At the annual general meeting of the Company held on 25 August 2010, the Shareholders granted a general mandate for the Directors to purchase up to a maximum of ten per cent (10%) of the issued and paid-up share capital of the Company. The said mandate shall, in accordance with the Listing Requirements and the Listing Rules, lapse at the conclusion of the forthcoming AGM, which has been scheduled on 24 August 2011 unless the approval is renewed.

PART B: LETTER FROM THE BOARD

The Company had on 20 June 2011 announced that the Board proposes to seek from the Shareholders the approval for the renewal of Share Buy-Back Mandate.

An explanatory statement which serves to provide you with the relevant information on the Share Buy-Back Mandate is set out in Appendix IV.

2 PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

Furthermore, at the forthcoming AGM, two ordinary resolutions will be proposed which aim to grant to the Directors (i) a general mandate to allot, issue and deal with Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolutions; and (ii) an extension to the general mandate so granted to the Directors, by the addition of any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Share Buy-Back Mandate as at the date of passing the Share Buy-Back Resolution.

3 RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-Law 99(A), Mr Tiong Kiu King, Dato' Sri Dr Tiong Ik King, Tan Sri Dato' Lau Yin Pin and Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh will be retiring from their respective offices at the forthcoming AGM and are eligible for re-election. Details of the Directors proposed to be re-elected at the forthcoming AGM are set out in Appendix V.

4 DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Share Buy-Back Mandate, the general mandate to issue new Shares, the extension of the general mandate to issue additional Shares and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, they recommend that you vote in favour of all the relevant resolutions to be tabled at the forthcoming AGM.

5 AGM

The notice convening the AGM to vote on the relevant resolutions and the proxy form are enclosed in the Annual Report 2010/11 accompanying this circular. The AGM will be held at (i) Sin Chew Media Corporation Berhad, Activity Centre, No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Wednesday, 24 August 2011 at 10:00 a.m. for the purpose of considering, and, if thought fit, passing, inter alia, the Share Buy-Back Resolution, and the ordinary resolutions pertaining to the general mandate to issue new shares, the extension of the general mandate to issue additional shares and the re-election of the retiring Directors, under the agenda of special business as set out in the notice enclosed in the Annual Report 2010/11.

PART B: LETTER FROM THE BOARD

6 ACTION TO BE TAKEN

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the proxy form enclosed in the Annual Report 2010/11 in accordance with the instructions printed thereon as soon as possible, in any event, so as to arrive at (i) the Malaysia share registrar office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia; or (ii) the Hong Kong head office and principal place of business at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than forty eight (48) hours before the time fixed for the AGM or any adjournment thereof.

7 FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for additional information.

Yours faithfully,
On behalf of the Board of
MEDIA CHINESE INTERNATIONAL LIMITED
Tan Sri Datuk Sir Tiong Hiew King
Group Executive Chairman

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Requirements and the Listing Rules for the purpose of giving information with regard to the Group. The Directors have seen and approved this circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

VOTING BY POLL

As required under rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LITIGATION

As at the Latest Practicable Date, save as disclosed below, the Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Group and the Directors are not aware of any proceedings, pending or threatened, against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Group.

- (i) MPN and MPH have been named as the first and fifth defendants in the High Court Action No. 80 of 2008 whereby the plaintiffs, Bio Beauty Group Limited, Global Green Tech Group Limited, Global Cosmetics (China) Company Limited and Global Cosmetics (HK) Company Limited commenced proceedings on 14 January 2008 for alleged defamation in relation to the two articles published on 11 and 12 December 2007. The plaintiffs and the defendants attempted to settle the case by the mediation which was held on 24 June 2010 but the parties did not settle at the mediation. The parties have reported the outcome of the mediation to the Court and restored the case for trial. The Court has fixed the case for trial from 12 March 2012 to 21 March 2012;
- (ii) MPH and MPN have been named as the first and second defendants by the plaintiffs, Oriental Daily Publisher Limited and Ma Ching Kwan under High Court Action No. 607 of 2008 filed on 11 April 2008 relating to the alleged defamation in the article published on 10 April 2008. Judgment has been given on 28 May 2010, in favor of the plaintiffs which the defendants have made a Notice of Appeal on 23 June 2010. Judgement of the appeal has been given on 15 April 2011 which allowed the defendants' appeal against the awards and reduced the amount of damages payable to the plaintiffs. The plaintiffs and the defendants have filed to the court their respective submissions on costs;
- (iii) Liang Hui Min Michael has filed as the first plaintiff and Chan Kong has filed as the second plaintiff with the Court of First Instance of the Hong Kong Special Administration Region against Yazhou Zhoukan Limited (an indirect wholly-owned subsidiary of the Company), as the first defendant under High Court Action No. 1375 of 2009 on 10 June 2009 relating to

the alleged defamation in relation to an article published in Yazhou Zhoukan dated 3 May 2009. The plaintiffs have filed a list of documents and the defendant has filed the timetabling questionnaire. As at the date hereof, the plaintiffs have not taken any further action;

- (iv) MPH and MPN have been named as the first and second defendants in the High Court Action No. 854 of 2010 whereby the plaintiff, Pui Kwan Kay commenced proceedings on 10 June 2010 for alleged libel in relation to the article dated 10 April 2009. The plaintiff and the defendants attempted to settle the case by mediation, but they were unable to reach settlement by mediation. The plaintiff has reported the outcome of the mediation on 23 March 2011 and restored the case for trial. The plaintiff and the defendants have filed to the court their respective list of documents;
- (v) On 12 May 2000, Wong Cheer Feng commenced separate legal proceedings, one against SCMCB and the other against NSP, alleging that articles published in Sin Chew Daily and Nanyang Siang Pau dated 13 December 1999 were defamatory to him. The plaintiff was claiming damages of RM5,000,000, costs, interest, injunction and other relief from each of the defendants. On 20 October 2003, the court granted an order to hear all suits together and judgment was subsequently given on 19 July 2010 in favour of, inter alia SCMCB and NSP. The plaintiff has made an appeal to the Court of Appeal against the decision;
- (vi) On 1 November 2001, Airport Limo (M) Sdn Bhd commenced legal proceedings against SCMCB alleging that an article published in Sin Chew Daily dated 19 October 2000 was defamatory to the company. The plaintiff was claiming damages of RM15,000,000, costs, interest, injunction and other relief from SCMCB. Judgment was given on 25 November 2010, in favor of the plaintiff with cost and interest at 8% per annum from the date of judgement but with damages to be assessed by the Deputy Registrar. SCMCB has made an appeal to the Court of Appeal against the decision;
- (vii) On 17 April 2009, Dato' Chong Itt Chew commenced legal proceedings against Life Publishers Berhad and one of its editor alleging that an article published in Special Weekly dated 23 March 2009 was defamatory to him. The plaintiff was claiming general damages of RM2,500,000, aggravated damages of RM2,500,000, exemplary damages of RM500,000, interests, costs and other relief. On 5 July 2011, the case was adjourned to 18 October 2011 for further case management.

The Company or the Group has received a number of complaints and letters of demand, some of which have not yet resulted in proceedings being issued, and the Company believes that these are not likely to be pursued. Other matters have involved proceedings being issued but further recent action has not been taken, and the Company believes it is unlikely that the plaintiff will take further action in these inactive cases.

MATERIAL CONTRACTS

As at the Latest Practicable Date, the Group has not entered into any material contracts, not being contracts in the ordinary course of business, within two years immediately preceding the Latest Practicable Date.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours on any weekday (except public holidays) at (i) the registered office of the Company in Malaysia at Level 8, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) the Hong Kong head office and principal place of business at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong for a period from the date of this circular to the date of the AGM:

- (i) the memorandum of association and Bye-Laws of the Company;
- (ii) the audited consolidated financial statements of the Company for the past two financial years ended 31 March 2010 and 31 March 2011 and the latest unaudited results since the last audited accounts;
- (iii) the Annual Report 2010/11; and
- (iv) cause papers of the litigation as referred to in the paragraphs headed “Litigation” in this appendix.

SUBSIDIARIES OF THE COMPANY

In compliance with the Listing Requirements, details of the subsidiaries of the Company as at the Latest Practicable Date are as follows:

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
<i>Subsidiaries of the Company in Hong Kong</i>				
Charming Holidays Limited	13.01.87; Hong Kong	1,000,000 ordinary shares of HKD1 each	100.00	Provision of travel and travel related services
Cheerlane Development Limited	23.06.93; Hong Kong	2 ordinary shares of HKD1 each	100.00	Property investment
Holgain Limited	11.02.92; Hong Kong	2 ordinary shares of HKD10 each	100.00	Property investment
Intelligent Printing Limited	19.05.92; Hong Kong	2 ordinary shares of HKD1 each	100.00	Investment holding
Intelligent Publications (China) Limited	29.09.92; Hong Kong	1,000,000 ordinary shares of HKD1 each	100.00	Investment holding
Kin Ming Printing Company Limited	26.11.64; Hong Kong	100 ordinary shares of HKD100 each	100.00	Provision of printing services
Maribo Brief Limited	24.08.93; Hong Kong	2 ordinary shares of HKD1 each	100.00	Property investment
Media2U Company Limited	29.09.94; Hong Kong	101 ordinary shares of HKD1 each	73.18	Magazines advertising and operation
MediaNet Advertising Limited	27.03.02; Hong Kong	100 ordinary shares of HKD1 each	73.18	Media business
MediaNet Holdings Limited (formerly known as Smartphone Information Limited)	11.12.07; Hong Kong	1 ordinary share of HKD1	100.00	Digital media business
Mingpao.com Limited	24.03.94; Hong Kong	2 ordinary shares of HKD1 each	97.78	Internet related businesses

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
Ming Pao Enterprise Corporation Limited	24.11.72; Hong Kong	9,300 ordinary shares of HKD1 each	100.00	Dormant
Ming Pao Holdings Limited	26.11.64; Hong Kong	900 ordinary shares of HKD1,000 each and 100 non-voting deferred shares of HKD1,000 each	100.00	Investment holding and provision of management services
Ming Pao Holdings (North America) Limited	01.06.93; Hong Kong	2 ordinary shares of HKD1 each	100.00	Investment holding
Ming Pao Magazines Limited	02.05.91; Hong Kong	165,000 ordinary shares of HKD10 each	73.18	Publication and distribution of magazines
Ming Pao Newspapers Limited	26.05.87; Hong Kong	2 ordinary shares of HKD1 each	100.00	Publication and distribution of newspaper and periodical
Ming Pao Nominees Limited	24.05.94; Hong Kong	2 ordinary shares of HKD1 each	100.00	Provision of nominees services
Ming Pao Publications Limited	16.09.86; Hong Kong	10 ordinary shares of HKD1 each	100.00	Publication and distribution of books
Ming Pao Secretarial Services Limited	24.05.94; Hong Kong	2 ordinary shares of HKD1 each	100.00	Provision of secretarial services
One Media (HK) Limited	03.10.86; Hong Kong	10 ordinary shares of HKD1 each	73.18	Dormant
Perfect Gain Development Limited	23.04.92; Hong Kong	2 ordinary shares of HKD1 each	100.00	Dormant
Yazhou Zhoukan Limited	25.11.93; Hong Kong	9,500 ordinary shares of HKD1 each	100.00	Publication and distribution of magazine

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
<i>Subsidiaries of the Company in Malaysia</i>				
Capital Foremost Sdn Bhd	22.07.93; Malaysia	3 ordinary shares of RM1 each	100.00	Dormant
The China Press Berhad	15.05.47; Malaysia	4,246,682 ordinary shares of RM1 each	99.75	Publication of newspapers, provision of printing services and advertising services
Cittabella (Malaysia) Sdn Bhd	08.09.94; Malaysia	1,000,000 ordinary shares of RM1 each	100.00	Publication and distribution of magazines
Evening Express Sdn Bhd	25.04.86; Malaysia	9,000 ordinary shares of RM1 each	99.75	Dormant
Guang-Ming Ribao Sdn Bhd	26.10.84; Malaysia	4,000,000 ordinary shares of RM1 each	100.00	Publication and distribution of newspaper and magazines
Lifepap Sdn Bhd	22.10.81; Malaysia	1,210,010 ordinary shares of RM1 each	100.00	Dormant
Life Publishers Berhad	28.07.71; Malaysia	9,000,000 ordinary shares of RM1 each	100.00	Publication and distribution of newspaper and magazines
MCIL Multimedia Sdn Bhd	01.06.00; Malaysia	15,000,000 ordinary shares of RM1 each	100.00	Electronic commerce activities through the internet and multimedia
Media Communications Sdn Bhd	13.01.82; Malaysia	100,000 ordinary shares of RM1 each	100.00	Publishing and distribution of magazines

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
Mulu Press Sdn Bhd	29.03.85; Malaysia	500,000 ordinary shares of RM1 each	100.00	Distribution of newspapers and provision of editorial and advertising services
Nanyang.Com Sdn Bhd	07.12.76; Malaysia	10,000 ordinary shares of RM1 each	100.00	Dormant
Nanyang Press Holdings Berhad	23.07.58; Malaysia	76,107,375 ordinary shares of RM1 each	100.00	Publication and distribution of newspapers and magazines, investment holding, letting of properties and provision of management services
Nanyang Press Marketing Sdn Bhd	04.09.63; Malaysia	1,000,000 ordinary shares of RM1 each	100.00	Provision of marketing and circulation services of newspaper products
Nanyang Promotion Network Sdn Bhd	24.07.63; Malaysia	250,000 ordinary shares of RM1 each	100.00	Dormant
Nanyang Siang Pau Sdn Bhd	23.09.65; Malaysia	60,000,000 ordinary shares of RM1 each	100.00	Publication of newspapers and magazines and provision of advertising services
Sinchew-i Sdn Bhd	31.05.00; Malaysia	4,500,000 ordinary shares of RM1 each	100.00	Providing contents to web and mobile users, web hosting and designing, web advertising, web audio and video broadcasting

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
Sin Chew Media Corporation Berhad	15.03.83; Malaysia	302,000,000 ordinary shares of RM0.50 each	100.00	Publication and distribution of newspaper and magazines, and provision of printing services
<i>Subsidiaries of the Company outside Hong Kong and Malaysia</i>				
Beijing OMG Advertising Company Limited ⁽ⁱⁱ⁾	18.01.04; The People's Republic of China	RMB30,000,000	73.18	Magazines operation
Beijing OMG M2U Advertising Company Limited ⁽ⁱⁱ⁾	20.05.05; The People's Republic of China	RMB50,000,000	73.18	Magazines advertising
Beijing Times Resource Advertising Company Limited ⁽ⁱⁱⁱ⁾	11.12.00; The People's Republic of China	RMB3,500,000	73.18	Magazines advertising
Beijing Times Resource Technology Consulting Limited ⁽ⁱⁱⁱ⁾	02.08.00; The People's Republic of China	RMB3,000,000	73.18	Magazines operation
Charming Holidays (Canada) Inc.	23.10.90; Canada	15,000 common shares at no par value	100.00	Dormant
Charming Holidays (Guangdong) Limited ⁽ⁱⁱ⁾	05.12.08; The People's Republic of China	HKD4,000,000	100.00	Provision of travel and travel related services
Comwell Investment Limited	30.08.07; British Virgin Islands	1 ordinary share at no par value for HKD1	100.00	Investment holding
Delta Tour & Travel Services (Canada), Inc.	25.11.87; Canada	850,000 common shares at no par value for CAD530,000	100.00	Provision of travel and travel related services

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
Delta Tour & Travel Services (New York), Inc.	03.03.93; The United States of America	20 common shares at no par value for USD10,000	100.00	Dormant
Delta Tour & Travel Services, Inc.	09.03.81; The United States of America	461,500 common shares at no par value for USD300,500	100.00	Provision of travel and travel related services
First Collection Limited	21.12.94; British Virgin Islands	1 ordinary share of USD1	100.00	Investment holding
Guangzhou Kin Ming Printing Limited ⁽ⁱⁱ⁾	27.12.93; The People's Republic of China	HKD25,000,000	100.00	Provision of printing services
Media2U (BVI) Company Limited	02.01.04; British Virgin Islands	1 ordinary share of USD1	73.18	Investment holding
Media Chinese International Holdings Limited	24.10.07; British Virgin Islands	1 ordinary share at no par value for HKD1	100.00	Investment holding
Media Connect Investment Limited	06.08.09; British Virgin Islands	1 ordinary share at no par value for HKD1	100.00	Investment holding
MediaNet Investment Limited	24.10.07; British Virgin Islands	1 ordinary share at no par value for HKD1	100.00	Investment holding
MediaNet Resources Limited	03.10.07; British Virgin Islands	1 ordinary share at no par value for HKD1	100.00	Investment holding
Mingpao.com Holdings Limited	09.11.99; Cayman Islands	717,735 ordinary shares of HKD0.10 each	97.78	Investment holding

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
Ming Pao Enterprise Corporation Limited	29.09.08; Cayman Islands	1 ordinary share of USD1	100.00	Investment holding
Ming Pao Finance Limited	24.01.91; British Virgin Islands	10 ordinary shares of USD1 each	100.00	Publishing titles holding
Ming Pao Holdings (Canada) Limited	22.01.93; Canada	1 common share at no par value for CAD1	100.00	Investment holding
Ming Pao Holdings (USA) Inc.	24.03.94; The United States of America	1 common share of USD1	100.00	Investment holding
Ming Pao International Investment Limited	23.01.91; British Virgin Islands	100 ordinary shares of USD1 each	100.00	Dormant
Ming Pao Investment (Canada) Limited	16.03.07; Canada	1 common share of CAD1	100.00	Investment holding
Ming Pao Investment (USA) L.P.	03.05.07; The United States of America	1,000 units for USD150,150	100.00	Publication and distribution of newspaper
Ming Pao Newspapers (Canada) Limited	04.01.93; Canada	1,001 common shares at no par value for CAD11	100.00	Publication and distribution of newspaper
Ming Pao (New York) Inc.	05.04.94; The United States of America	1 common share of USD1	100.00	Dormant
Ming Pao (San Francisco) Inc.	25.03.94; The United States of America	1 common share of USD1	100.00	Dormant

Name of company	Date and country of incorporation	Issued and paid-up share capital	Effective equity interest %	Principal activities
MP Printing Inc.	29.10.03; The United States of America	1 common share of USD1	100.00	Dormant
One Media Group Limited	11.03.05; Cayman Islands	400,000,000 ordinary shares of HKD0.001 each	73.18	Investment holding
One Media Holdings Limited	16.01.04; British Virgin Islands	20,000 ordinary shares of USD0.01 each	73.18	Investment holding
Sky Success Enterprises Limited	17.03.11; British Virgin Islands	1 share at no par value for USD1	73.18	Investment holding
Starsome Limited	16.01.04; British Virgin Islands	10 ordinary shares of USD1 each	100.00	Investment holding
Sueur Investments Limited	20.12.89; British Virgin Islands	1 ordinary share of USD1	100.00	Investment holding
Top Plus Limited	30.12.03; British Virgin Islands	10 ordinary shares of USD1 each	73.18	Investment holding
Yazhou Zhoukan Holdings Limited	15.01.01; British Virgin Islands	12,000 ordinary shares of HKD1 each	100.00	Investment holding

Notes:

- (i) All companies operate in their respective places of incorporation, except for Comwell Investment Limited, First Collection Limited, Media2U (BVI) Company Limited, Media Chinese International Holdings Limited, Media Connect Investment Limited, MediaNet Investment Limited, MediaNet Resources Limited, Mingpao.com Holdings Limited, Ming Pao Enterprise Corporation Limited, Ming Pao Finance Limited, Ming Pao International Investment Limited, One Media Group Limited, One Media Holdings Limited, Sky Success Enterprises Limited, Starsome Limited, Sueur Investments Limited, Top Plus Limited and Yazhou Zhoukan Holdings Limited, which operate principally in Hong Kong.
- (ii) These subsidiaries were established in the People's Republic of China in the form of wholly-owned foreign enterprises.
- (iii) Beijing TRA and Beijing Times Resource Technology Consulting Limited ("Beijing TRT") are domestic enterprises in the People's Republic of China ("PRC") owned legally by PRC nationals. The Group has entered into contractual arrangements with the legal owners of these companies so that the decision-making rights, operating and financing activities of Beijing TRA and Beijing TRT are ultimately controlled by the Group. The Group is also entitled to substantially all of the operating profits and residual benefits generated by Beijing TRA and Beijing TRT under these arrangements. In particular, the legal owners of these companies are required under their contractual arrangements with the Group to transfer their interests in Beijing TRA and Beijing TRT to the Group or the Group's designee upon their request at a pre-agreed nominal consideration. Further, the Group can receive the cash flow derived from the operations of Beijing TRA and Beijing TRT through the levying of service and consultancy fees. The ownership interests in Beijing TRA and Beijing TRT have also been pledged by the legal owners of these companies to the Group. Based on the above, the directors of the Company regard these companies as subsidiaries of the Company.

MPSB's tenancy of the following offices from TTS&S as landlord:

	Location of properties	Type of property	Size of premises rented <i>(square feet)</i>	Monthly rental <i>(RM)</i>
1.	No. 29, Block F, Ground Floor, Taman Sri Sarawak Mall, Jalan Padungan, 93100 Kuching, Sarawak, Malaysia	Office	800	1,000
2.	No. 25, Second Floor, Jalan Kampung Nyabor, 96000 Sibuluan, Sarawak, Malaysia	Office	1,200	400
3.	No. 25, Ground Floor, Jalan Kampung Nyabor, 96000 Sibuluan, Sarawak, Malaysia	Office	1,200	2,100
4.	No. 65, 1st Floor, Jalan Tiong Ung Hong, P.O. Box 89, 96807 Kapit, Sarawak, Malaysia <i>(Tenancy was terminated on 28 February 2011)</i>	Office	160	300
				3,800

APPENDIX IV EXPLANATORY STATEMENT FOR SHARE BUY-BACK

This appendix serves as an explanatory statement, as required by the Listing Requirements and the Listing Rules, to provide you with the relevant information for your consideration of the proposal to permit the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued and paid-up share capital of the Company as at the date of passing the Share Buy-Back Resolution.

1 SHARE CAPITAL

The Board proposes to seek a renewal of the authority from its Shareholders to purchase up to 10% of its issued and paid-up share capital.

As at the Latest Practicable Date, the issued and paid-up share capital of the Company is HK\$168,578,624.10 comprising 1,685,786,241 Shares of HK\$0.10 each. Subject to the passing of the Share Buy-Back Resolution and on the basis that no further Shares are issued or repurchased prior to the forthcoming AGM, the maximum number of Shares which the Company may repurchase is 168,578,624, representing not more than 10% of the aggregate nominal amount of the issued and paid-up share capital of the Company as at the Latest Practicable Date.

The authorisation from the Shareholders for the Share Buy-Back Mandate will be effective immediately after the passing of the Share Buy-Back Resolution to be tabled at the forthcoming AGM and will continue to be in full force until:

- (a) the conclusion of the next AGM of the Company following the passing of the Share Buy-Back Resolution, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company is required by applicable laws or the Bye-Laws of the Company to be held; or
- (c) revoked or varied by ordinary resolution passed by the Shareholders in general meeting,

whichever occurs first.

2 SOURCES OF FUNDS

In repurchasing Shares, the Company may only apply funds which will be legally available for such purpose in accordance with the Company's memorandum of association, the Bye-Laws and the Companies Act 1981 of Bermuda. The Companies Act 1981 of Bermuda provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act 1981 of Bermuda further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

APPENDIX IV EXPLANATORY STATEMENT FOR SHARE BUY-BACK

The Board proposes to allocate up to the amount available under the retained profits and/or share premium account of the Company for the repurchase of Shares pursuant to the Share Buy-Back Mandate, subject to compliance with Section 67A of the Act, and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by relevant authorities at the time of the purchase. Based on the latest audited financial statements for the financial year ended 31 March 2011, the retained profits and share premium account of the Company were US\$99,014,000 and US\$280,299,000, respectively.

The amount of funds allocated for the repurchase of Shares pursuant to the Share Buy-Back Mandate shall be financed from internally generated funds and/or external borrowings, the proportion of which will only be determined later depending on the available internally generated funds, actual number of Shares to be repurchased and other relevant cost factors. In the event the Company decides to use external borrowings, the Company will ensure that it has sufficient financial capability to repay such borrowings and that the external borrowings are not expected to have any adverse effects on the cash flow of the Company.

3 RATIONALE FOR THE SHARE BUY-BACK MANDATE

The Share Buy-Back Mandate will enable the Company to utilise its surplus financial resources to repurchase Shares as and when the Board deems fit in the interest of the Shareholders during the proposed mandate period. It may stabilise the supply and demand of Shares traded on HKEx and Bursa Securities and thereby support the fundamental value of the Shares.

The Share Buy-Back Mandate would effectively reduce the number of Shares carrying voting and participation rights. As such, in arriving at the earning per share of the Company, the earnings of the Company would be divided by a reduced number of Shares. Based on among other things, the current market price of the Shares, Shareholders may enjoy an increase in the value of their investment in the Company arising from the consequent increase in earning per share.

4 RISK ASSESSMENT OF THE SHARE BUY-BACK MANDATE

The Share Buy-Back Mandate is not expected to have any potential material disadvantages to the Group and Shareholders of the Company.

The Share Buy-Back Mandate, if implemented, would reduce the financial resources of the Group. This may result in the Group having to forego future investment opportunities and/or any income that may be derived from the deposit of such funds in interest bearing instruments. The Share Buy-Back Mandate may also result in a reduction of financial resources available for distribution in the form of cash dividends to Shareholders.

Nevertheless, the Board will be mindful of the interest of the Company and its Shareholders in implementing the Share Buy-Back Mandate.

5 EFFECTS OF THE SHARE BUY-BACK MANDATE

5.1 Share Capital

The Share Buy-Back Mandate will result in the reduction of the issued and paid-up share capital of the Company as the Shares repurchased are to be cancelled pursuant to Rule 10.06(5) of the Listing Rules. The proforma effects of the Share Buy-Back Mandate on the issued and paid-up share capital of the Company as at the Latest Practicable Date, assuming the repurchased Shares are cancelled, are illustrated below:

	Number of shares
Issued and paid-up share capital as at Latest Practicable Date	1,685,786,241
Maximum number of Shares which may be repurchased and cancelled pursuant to the Share Buy-Back Mandate	<u>168,578,624</u>
Resulting issued share capital upon completion of cancellation of maximum number of Shares which may be repurchased under the Share Buy-Back Mandate	<u><u>1,517,207,617</u></u>

5.2 Net Assets (“NA”)

The effects of the Share Buy-Back Mandate on the NA of the Company will depend on the purchase price and number of Shares purchased. The Share Buy-Back Mandate will reduce the consolidated NA per Share if the purchase price exceeds the consolidated NA per Share at the time of the purchase. Conversely, it would increase the consolidated NA per Share if the purchase price is less than the consolidated NA per Share of the Company at the time of the purchase.

5.3 Earnings

The impact on the earnings of the Company and the Group depends on the purchase prices, the number of Shares purchased and the effective funding cost of the purchase or loss in interest income to the Group. The Shares purchased by the Company will be cancelled, hence the net earnings per Share may increase as a result of the reduction in the issued and paid-up Share capital of the Company.

5.4 Working Capital

The Share Buy-Back Mandate is likely to reduce funds available for working capital purposes of the Group, the quantum depends on the purchase prices and the actual number of Shares repurchased. The cash flow of the Company will be reduced relatively to the number of Shares eventually purchased and the purchase prices of the Shares.

5.5 Dividends

Assuming the proposed Share Buy-back is implemented in full and the dividend quantum is maintained at historical levels, the proposed Share Buy-back will have the effect of increasing the dividend rate of the Company as a result of the reduction in the issued and paid-up share capital of the Company.

The Company has declared the following dividends for the financial year ended 31 March 2011:

Dividend rate US cents per ordinary share of HK\$0.1 each		
First interim dividend	US0.800 cents	Paid on 30 December 2010
Second interim dividend	US1.153 cents	Payable on 2 August 2011
 Total	 US1.953 cents	

5.6 Shareholding of Directors' and Substantial Shareholders

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Share Buy-Back Mandate.

No connected persons (as defined under the Listing Requirements and Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-Back Mandate is approved by the Shareholders.

APPENDIX IV EXPLANATORY STATEMENT FOR SHARE BUY-BACK

In the event that the Share Buy-Back Mandate is exercised in full and all the Shares repurchased are cancelled, and on the assumption and that the Company will repurchase Shares from Shareholders other than the Directors and substantial Shareholders, the proforma effects of the Share Buy-Back Mandate on the shareholdings of the Directors and substantial Shareholders of the Company as at the Latest Practicable Date, are set out as follows:

	As at Latest Practicable Date				After full exercise of share buy-back mandate			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Director⁽⁵⁾								
TSTHK	87,109,058	5.17%	796,968,939 ⁽¹⁾	47.28%	87,109,058	5.74%	796,968,939 ⁽¹⁾	52.53%
Mr Tiong Kiu King	2,540,559	0.15%	147,000	0.01%	2,540,559	0.17%	147,000	0.01%
Dato' Sri Dr Tiong								
Ik King	11,144,189	0.66%	252,487,700 ⁽²⁾	14.98%	11,144,189	0.73%	252,487,700 ⁽²⁾	16.64%
Mr Tiong Kiew Chiong	3,847,483	0.23%	—	—	3,847,483	0.25%	—	—
Temenggong Datuk								
Kenneth Kanyan Anak								
Temenggong Koh	135,925	0.01%	—	—	135,925	0.01%	—	—
Substantial Shareholder⁽⁶⁾								
Progresif	326,463,556	19.37%	—	—	326,463,556	21.52%	—	—
Conch	252,487,700	14.98%	—	—	252,487,700	16.64%	—	—
Zaman Pemimpin								
Sdn Bhd	154,219,783	9.15%	—	—	154,219,783	10.16%	—	—
TSTHK	87,109,058	5.17%	796,968,939 ⁽¹⁾	47.28%	87,109,058	5.74%	796,968,939 ⁽¹⁾	52.53%
Dato' Sri Dr Tiong								
Ik King	11,144,189	0.66%	252,487,700 ⁽²⁾	14.98%	11,144,189	0.73%	252,487,700 ⁽²⁾	16.64%
Seaview Global								
Company Limited	—	—	252,487,700 ⁽³⁾	14.98%	—	—	252,487,700 ⁽³⁾	16.64%
Salmiah Binti Sani	—	—	154,219,783 ⁽⁴⁾	9.15%	—	—	154,219,783 ⁽⁴⁾	10.16%
Ms Lu Mee Bing	—	—	154,219,783 ⁽⁴⁾	9.15%	—	—	154,219,783 ⁽⁴⁾	10.16%
Globegate Alliance								
Sdn Bhd	—	—	154,219,783 ⁽⁴⁾	9.15%	—	—	154,219,783 ⁽⁴⁾	10.16%

Notes:

- (1) Deemed interested by virtue of his spouse's interest and his interests in Seaview Global Company Limited, Conch, TSL, PAA, Progresif, Ezywood, RHS, RHSA and Madigreen.
- (2) Deemed interested by virtue of his interests in Seaview Global Company Limited and Conch.
- (3) Deemed interested by virtue of its interests in Conch.
- (4) Deemed interested by virtue of her/its interests in Zaman Pemimpin Sdn Bhd.
- (5) The interests of the directors of the Company presented in the above are based on information set out in the register of interests of the directors, chief executives and their associates in the shares, underlying shares or debentures of the Company maintained under Section 352 of the SFO as at the Latest Practicable Date.
- (6) The interests of the substantial shareholders of the Company presented in the above are based on information set out in the register of interests and short positions maintained under Section 336 of the SFO as at the Latest Practicable Date.

6 PUBLIC SHAREHOLDINGS SPREAD

As at the Latest Practicable Date, approximately 598,100,928 Shares were held by public Shareholders and the public shareholding spread of the Company was approximately 35.48% of its issued and paid-up share capital.

The public shareholding spread would be reduced to approximately 28.31% pursuant to the Share Buy-Back Mandate, assuming the Company implements the Share Buy-Back Mandate in full and that the Shares purchased are from public Shareholders.

In this regard, the Board has undertaken to Bursa Securities and to HKEx to exercise the power of the Company to make repurchases pursuant to the Share Buy-Back Mandate in accordance with the Listing Requirements, the Listing Rules, and the laws of Bermuda prevailing at the time of the repurchase including compliance with the twenty-five per cent (25%) public shareholding spread as required by the Listing Requirements and the Listing Rules.

7 IMPLICATIONS RELATING TO THE HONG KONG TAKEOVERS CODE AND MALAYSIAN TAKEOVERS CODE

As it is not intended for the Share Buy-Back Mandate to trigger the obligation to undertake a mandatory general offer under the Hong Kong Takeovers Code or the Malaysian Takeovers Code for any of the substantial shareholders and parties acting in concert with them, the Board will ensure that only such number of Shares will be repurchased and cancelled so that neither the Hong Kong Takeovers Code nor the Malaysian Takeovers Code will be triggered. In this connection, the Board is mindful of the requirements when making any repurchase of Shares pursuant to the Share Buy-Back Mandate. The Directors are not aware of any consequences which will arise under the Hong Kong Takeovers Code or the Malaysian Takeovers Code as a result of any repurchases made under the Share Buy-Back Mandate. The Board has reasonable grounds to believe that there is no implication relating to the Hong Kong Takeovers Code or the Malaysian Takeovers Code arising from the authority given under the Share Buy-Back Mandate.

8 INTEREST OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS' INTERESTS AND PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage shareholdings of the Directors and the substantial shareholders as a result of the Share Buy-Back Mandate, none of the Directors and/or substantial shareholders of the Company and persons connected to them have any interest, direct or indirect, in the Share Buy-Back Mandate.

9 SHARE BUY-BACKS/REPURCHASES MADE BY THE COMPANY

During the financial year ended 31 March 2011, the Company purchased a total of 1,000 Shares from the open market at an average price of HKD2.00 per Share or a total consideration of HKD2,000. All the Shares purchased during the financial year ended 31 March 2011 have been cancelled pursuant to the Listing Rules. Further information on the Shares repurchased by the Company during the financial year ended 31 March 2011 is set out under page 61, "Report of the Directors" in the Annual Report 2010/11.

APPENDIX IV EXPLANATORY STATEMENT FOR SHARE BUY-BACK

The Company has not repurchased any of its Shares (whether on HKEx or Bursa Securities) in the six months preceding the Last Practicable Date.

10 HISTORICAL PRICES OF SHARES

The monthly highest and lowest prices of the Shares as traded on HKEx and Bursa Securities for the past twelve (12) months before the Latest Practicable Date are as follows:

	Highest price		Lowest price	
	HKEx <i>(HKD)</i>	Bursa Securities <i>(RM)</i>	HKEx <i>(HKD)</i>	Bursa Securities <i>(RM)</i>
Jul 2011 (up to the Latest Practicable Date)	—*	1.260	—*	1.220
Jun 2011	3.20	1.320	2.73	1.190
May 2011	3.27	1.350	2.69	1.120
Apr 2011	2.96	1.240	2.66	1.120
Mar 2011	3.07	1.240	2.08	0.880
Feb 2011	2.18	0.915	1.95	0.865
Jan 2011	2.30	0.935	1.96	0.845
Dec 2010	2.08	0.885	1.90	0.850
Nov 2010	2.28	0.910	2.00	0.850
Oct 2010	2.13	0.895	2.03	0.845
Sep 2010	2.12	0.895	1.95	0.815
Aug 2010	2.05	0.895	1.88	0.820
Jul 2010	1.90	0.895	1.69	0.800

* No trading of Shares during the period from 1 July 2011 to the Latest Practicable Date.

(source: HKEx and Bursa Securities)

11 APPROVALS REQUIRED

The Share Buy-Back Mandate is subject to approval of the Share Buy-Back Resolution being obtained from the Shareholders at the forthcoming AGM.

The following are the particulars of the Directors proposed to be re-elected at the forthcoming AGM in accordance with the Bye-Laws:

1. **Mr Tiong Kiu King**, Australian, aged 76, was appointed as an executive director of the Company on 20 October 1995. He is the Chairman of OMG, a subsidiary of the Company publicly listed on the main board of HKEx (stock code: 426) since October 2005. Mr Tiong obtained a Diploma in Civil Engineering from Tak Ming College in Hong Kong in 1964. He has extensive business experience in many industries including media and publishing, property development, plantation, as well as investment projects in Mainland China. He also holds directorships in various subsidiaries of the Company and other private limited companies.

He is the brother of Tan Sri Datuk Sir Tiong Hiew King and Dato' Sri Dr Tiong Ik King, and a distant relative of Mr Tiong Kiew Chiong, all of whom are directors of the Company. In addition, Tan Sri Datuk Sir Tiong Hiew King and Dato' Sri Dr Tiong Ik King are substantial shareholders of the Company.

Saved as disclosed herein, Mr Tiong Kiu King has not held any directorship in other public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Mr Tiong Kiu King has personal interest in 2,540,559 Shares, family interest in 147,000 Shares and interest in share options to subscribe for 600,000 Shares within the meaning of Part XV of the SFO.

Mr Tiong Kiu King has not entered into any service contract with the Company. The appointment as director of Mr Tiong Kiu King is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Mr Tiong Kiu King will be determined by the Board (or the Remuneration Committee) with reference to his experience and responsibilities in the Company. For the year ended 31 March 2011, total emoluments paid by the Company and its subsidiary to Mr Tiong Kiu King amounted to US\$21,000.

Mr Tiong Kiu King has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election.

2. **Dato' Sri Dr Tiong Ik King**, Malaysian, aged 60, was appointed as an executive director of the Company on 20 October 1995. He has extensive experience in media and publishing, information technology, timber, plantations, oil palm and manufacturing industries. Dato' Sri Dr Tiong Ik King graduated from National University of Singapore with an M.B.B.S. Degree in 1975 and became a member of the Royal College of Physicians, United Kingdom (M.R.C.P.) in 1977. He was conferred the datukship title of Dato' Sri by the Sultan of Pahang, Malaysia on 24 October 2008 in recognition of his contribution to the country.

During the three-year period immediately preceding 31 March 2011, Dato' Sri Dr Tiong had been and subsequently resigned as a non-independent non-executive director of SCMCB effective from 2 May 2008 when it merged with Nanyang and Ming Pao Enterprise Corporation Limited on 30 April 2008 to form the Company. Dato' Sri Dr Tiong sits on the boards of several listed companies, namely Jaya Tiasa Holdings Berhad (stock code: 4383) and EON Capital Berhad (stock code: 5266) in Malaysia; and RH Petrogas Limited (stock code: T13) in Singapore.

He is the brother of Tan Sri Datuk Sir Tiong Hiew King and Mr Tiong Kiu King, and a distant relative of Mr Tiong Kiew Chiong, all of whom are directors of the Company. In addition, Tan Sri Datuk Sir Tiong Hiew King is a substantial shareholder of the Company.

Saved as disclosed herein, Dato' Sri Dr Tiong Ik King has not held any directorship in other public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Dato' Sri Dr Tiong Ik King has personal interest in 11,144,189 Shares and corporate interest in 252,487,700 Shares within the meaning of Part XV of the SFO.

Dato' Sri Dr Tiong Ik King has not entered into any service contract with the Company. The appointment as director of Dato' Sri Dr Tiong Ik King is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Dato' Sri Dr Tiong will be determined by the Board (or the Remuneration Committee) with reference to his experience and responsibilities in the Company. For the year ended 31 March 2011, total emoluments paid by the Company to Dato' Sri Dr Tiong Ik King amounted to US\$21,000.

Dato' Sri Dr Tiong Ik King has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election.

3. **Tan Sri Dato' Lau Yin Pin**, Malaysian, aged 62, was appointed as an independent non-executive director of the Company on 14 April 2008. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. Tan Sri Dato' Lau Yin Pin obtained his Diploma in Commerce with distinction from Tunku Abdul Rahman College, Malaysia in 1974. He has been a member of the Malaysian Institute of Accountants since 1979. He was made a fellow of the Chartered Association of Certified Accountants, United Kingdom in 1981 and became a graduate member of the Institute of Chartered Secretaries and Administrators, United Kingdom in 1987. He was appointed as Senator of Dewan Negara for a three-year term commencing 25 November 2002 by Seri Paduka Baginda Yang di-Pertuan Agong, Malaysia until his voluntary resignation in March 2004.

During the three-year period immediately preceding 31 March 2011, Tan Sri Dato' Lau Yin Pin had been and subsequently resigned as an independent non-executive director of Nanyang and Tenaga Nasional Berhad (stock code: 5347) effective from 30 April 2008 and 15 September 2010 respectively. He had also resigned as the Chairman of Star Publications (Malaysia) Berhad (stock code: 6084) effective from 25 February 2009. Tan Sri Dato' Lau Yin Pin is currently an independent non-executive director of two other listed companies in Malaysia, namely YTL Power International Berhad (stock code: 6742) and Ahmad Zaki Resources Berhad (stock code: 7078).

Saved as disclosed herein, Tan Sri Dato' Lau Yin Pin has not held any directorship in other public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Tan Sri Dato' Lau Yin Pin was not interested in any Shares within the meaning of Part XV of the SFO.

Tan Sri Dato' Lau Yin Pin has entered into a service contract with the Company for a term of 2 years commencing on 1 April 2010 to 31 March 2012. The appointment as director of Tan Sri Dato' Lau Yin Pin is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Tan Sri Dato' Lau Yin Pin will be determined by the Board (or the Remuneration Committee) with reference to his experience and responsibilities in the Company. For the year ended 31 March 2011, total emoluments paid by the Company to Tan Sri Dato' Lau Yin Pin amounted to US\$25,000.

Tan Sri Dato' Lau Yin Pin has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election.

4. **Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh**, Malaysian, aged 68, was appointed as an independent non-executive director of the Company on 20 March 2008. He is the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. He graduated from the Chartered Institute of Business Administration, Ireland. He was the Political Secretary to the Chief Minister of Sarawak, Malaysia from 1967 to 1970; a member of Council Negeri Sarawak, Malaysia from 1970 to 1974; the Political Secretary to Federal Minister for Sarawak Affairs; the Political Secretary to the Deputy Prime Minister and Prime Minister from 1974 to 1981; and Senator from 1981 to 1987. He was conferred the title of Datuk, Darjah Bintang Kenyalang Sarawak (PGBK) on 16 September 1988. He was also conferred the title of Temenggong for Kapit Division by the State Government of Sarawak, Malaysia in 2003 in recognition of his contribution to the community.

During the three-year period immediately preceding 31 March 2011, he had been and subsequently resigned as an independent non-executive director of SCMCB effective from 2 May 2008. He serves as an independent director of Subur Tiasa Holdings Berhad (stock code: 6904), which is a listed company in Malaysia, and holds directorships in several private limited companies in Malaysia.

Saved as disclosed herein, Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh has not held any directorship in other public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh has personal interest in 135,925 Shares within the meaning of Part XV of the SFO.

Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh has entered into a service contract with the Company for a term of 2 years commencing on 1 April 2010 to 31 March 2012. The appointment as director of Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh will be determined by the Board (or the Remuneration Committee) with reference to his experience and responsibilities in the Company. For the year ended 31 March 2011, total emoluments paid by the Company to Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh amounted to US\$25,000.

Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election.