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If you have sold all your shares in **MING PAO ENTERPRISE CORPORATION LIMITED**, you should at once hand this document with the accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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MING PAO ENTERPRISE CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 685)

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY,
AMENDMENTS TO EXISTING BYE-LAWS OF THE COMPANY,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Ming Pao Enterprise Corporation Limited to be held at Salons I & II, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 11th August 2005, at 11:30 a.m. is set out on pages 11 to 15 of this document. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

DEFINITIONS

In this document, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Salons I & II, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 11th August 2005, at 11:30 a.m., notice of which is set out on pages 11 to 15 of this document
“Bye-Laws”	the bye-laws of the Company as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Ming Pao Enterprise Corporation Limited, an exempted company incorporated in Bermuda with limited liability, shares of which are listed on the Stock Exchange
“Designated Stock Exchange”	a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	15th July 2005, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 5 of the notice of the Annual General Meeting
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers



MING PAO ENTERPRISE CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

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Executive Directors:

Tan Sri Datuk TIONG Hiew King (*Chairman*)
Mr TIONG Kiu King
Dr TIONG Ik King
Mr TIONG Kiew Chiong

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Independent Non-executive Directors:

Mr TANG Ying Yu
Mr David YU Hon To
Mr Victor YANG

Head Office and Principal

Place of Business:
15th Floor, Block A
Ming Pao Industrial Centre
18 Ka Yip Street
Chai Wan
Hong Kong

Hong Kong, 19th July 2005

To Shareholders,

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY,
AMENDMENTS TO EXISTING BYE-LAWS OF THE COMPANY,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

GENERAL MANDATE TO REPURCHASE SHARES

At the special general meeting of the Company held on 8th September 2004, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

Furthermore, at the Annual General Meeting 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 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of

LETTER FROM THE CHAIRMAN

passing the resolution; 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 general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

AMENDMENTS TO EXISTING BYE-LAWS OF THE COMPANY

The Stock Exchange has recently amended the Listing Rules for the purpose of implementing the Code on Corporate Governance Practices (the “Code”) which replaces the Code of Best Practice in Appendix 14 of the Listing Rules. Pursuant to paragraph A.4.2 of the Code, every director should be subject to retirement by rotation at least once every three years. As the existing Bye-Laws 99(A), 102(A), 102(B) and 182(iv) do not comply with the said paragraph A.4.2 of the Code, the Directors therefore propose to amend the existing Bye-Laws 99(A), 102(A), 102(B) and 182(iv), details of which are set out in special resolution No. 8 in the notice of the Annual General Meeting.

RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-Laws 99(A) and 102(B), Messrs. TIONG Kiu King, TANG Ying Yu and Victor YANG will be retiring from their respective offices at the Annual General Meeting and are eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this document.

RIGHT TO DEMAND A POLL

Pursuant to the existing Bye-Law 70, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the rules of the Designated Stock Exchange or unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

On a show of hands, every Shareholder present in person or by a duly authorised corporate representative or by proxy shall have one vote. On a poll, every Shareholder present in person or by a duly authorised corporate representative or by proxy shall have one vote for every fully paid up Share of which he is the holder. Notwithstanding anything contained in the Bye-Laws, where more than one proxy is appointed by a Shareholder which is a clearing house (or its nominee), each such

LETTER FROM THE CHAIRMAN

proxy shall have one vote on a show of hands. Pursuant to the existing Bye-Law 76, a Shareholder entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

ANNUAL GENERAL MEETING

On pages 11 to 15 of this document, you will find a notice convening the Annual General Meeting at which the following businesses are to be transacted:

1. To receive and consider the audited financial statements, the reports of directors and auditors for the year ended 31st March 2005;
2. To declare a final dividend;
3. To re-elect directors and to authorise the board of directors to fix their remuneration; and
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business to consider and, if thought fit, pass the following proposed resolutions:

1. an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Resolution;
2. an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution;
3. an ordinary resolution to extend the general mandate which will be granted to the Directors to allot, issue and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate; and
4. a special resolution to amend the existing Bye-Laws of the Company.

ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of a proxy form will not prevent you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors are pleased to recommend the re-election of the retiring Directors at the Annual General Meeting. The Directors consider that all the above-mentioned resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the notice of the Annual General Meeting.

By Order of the Board
Tan Sri Datuk TIONG Hiew King
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 394,183,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase up to a maximum of 39,418,300 Shares representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association and Bye-Laws and the Companies Act.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st March 2005 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest Price	Lowest Price
	<i>HK\$</i>	<i>HK\$</i>
2004		
July	1.700	1.300
August	1.620	1.360
September	1.460	1.350
October	1.590	1.400
November	1.600	1.350
December	1.500	1.400
2005		
January	1.470	1.400
February	1.600	1.460
March	1.600	1.480
April	1.660	1.510
May	1.860	1.600
June	1.850	1.630
July (up to the Latest Practicable Date)	1.750	1.630

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal and in accordance with the Listing Rules and the applicable laws of Bermuda.

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 or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, (i) Conch Company Limited, which is controlled by Tan Sri Datuk TIONG Hiew King, Dr TIONG Ik King, directors of the Company, and their associates, is beneficially interested in approximately

64.05% of the issued share capital of the Company; and (ii) Dr Louis CHA is beneficially interested in approximately 10.27% of the issued share capital of the Company. Dr Louis CHA is not related to any directors, senior management or controlling shareholders of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the general mandate, the shareholdings of Conch Company Limited and Dr Louis CHA in the Company will be increased to approximately 71.17% and 11.41% of the issued share capital of the Company respectively. The Directors are not aware of any consequences which may arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. In addition, the Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, the Company had repurchased a total of 902,000 of its listed shares on the Stock Exchange for the purpose of enhancing the net asset value per share of the Company. Details of the repurchases are summarised as follows:

Date	Number of shares repurchased	Purchase price per share		Aggregate purchase consideration HK\$
		Highest HK\$	Lowest HK\$	
7th January 2005	50,000	1.46	1.45	72,700
10th January 2005	50,000	1.46	1.46	73,000
18th January 2005	64,000	1.46	1.44	92,850
28th January 2005	60,000	1.47	1.45	87,200
1st February 2005	100,000	1.50	1.47	148,520
4th February 2005	50,000	1.53	1.50	75,700
22nd February 2005	100,000	1.55	1.54	154,150
25th February 2005	30,000	1.60	1.55	46,980
2nd March 2005	20,000	1.55	1.55	31,000
8th March 2005	20,000	1.55	1.55	31,000
11th March 2005	110,000	1.53	1.50	166,550
4th July 2005	10,000	1.73	1.73	17,300
5th July 2005	203,000	1.75	1.70	351,806
8th July 2005	10,000	1.69	1.69	16,900
15th July 2005	25,000	1.71	1.64	42,209
	902,000			1,407,865

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased any of the Company's listed securities during the six months preceding the Latest Practicable Date.

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

1. Mr TIONG Kiu King, aged 70, has been an executive director of the Company since October 1995. He is also the director of various subsidiaries of the Group. Mr TIONG graduated with a Diploma in Civil Engineering from Tak Ming College in Hong Kong in 1964. He is a brother of Tan Sri Datuk TIONG Hiew King and Dr TIONG Ik King, the substantial shareholders of the Company. Mr TIONG has not held any directorship in other listed public companies in the past three years.

Save as disclosed herein, Mr TIONG 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 has personal interest in 611,000 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 Securities and Futures Ordinance.

There is no service contract between the Company and Mr TIONG. Mr TIONG has no fixed term of service with the Company but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. For the year ended 31st March 2005, Mr TIONG has not received any director's fee from the Company. Mr TIONG will not be entitled to any director's fee for the coming year.

Save as disclosed above, Mr TIONG has confirmed that there are no other matters in connection with his re-election that need to be brought to the attention of the Shareholders.

2. Mr TANG Ying Yu, aged 60, has been an independent non-executive director of the Company since April 1995. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr TANG is a civil engineer and acts as the managing director of both Southern Petroleum Company Limited and Wan Lai Company Limited. Mr TANG has not held any directorship in other listed public companies in the past three years.

Save as disclosed herein, Mr TANG does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any positions with any members of the Group.

As at the Latest Practicable Date, Mr TANG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr TANG entered into a service contract with the Company for a term of one year starting from 1st January 2005 and ending on 31st December 2005. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The director's fee of Mr TANG as an independent non-executive director will be determined by the Directors pursuant to the authority granted by the Shareholders at the annual general meetings of the Company and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31st March 2005, the annual director's fee of Mr TANG was HK\$120,000. According to the service contract, Mr TANG will be entitled to receive an annual director's fee of HK\$120,000 for the coming year.

Save as disclosed above, Mr TANG has confirmed that there are no other matters in connection with his re-election that need to be brought to the attention of the Shareholders.

3. Mr Victor YANG, aged 59, was appointed as an independent non-executive director of the Company on 23rd September 2004. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr YANG is a partner with Boughton Peterson Yang Anderson, Solicitors, Hong Kong Special Administrative Region and is also a qualified lawyer in Canada and the United Kingdom. He has extensive experience in the areas of corporate finance, commercial law, mergers, acquisitions and taxation. Mr YANG is currently a director of Lei Shing Hong Limited and China Merchants Dichain (Asia) Limited, both of which are listed on the Stock Exchange. In the last three years, he was a former director of RG Properties Limited, which is listed on the Toronto Stock Exchange, Zindart Limited, which is listed on NASDAQ, and Lai Sun Hotels International Limited (name changed to eSun Holdings Limited), which is listed on the Stock Exchange. Save as disclosed herein, Mr YANG has not held any directorship in other listed public companies in the past three years.

Save as disclosed herein, Mr YANG does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any positions with any members of the Group.

As at the Latest Practicable Date, Mr YANG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr YANG entered into a service contract with the Company for a term of one year starting from 1st January 2005 and ending on 31st December 2005. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The director's fee of Mr YANG as an independent non-executive director will be determined by the Directors pursuant to the authority granted by the Shareholders at the annual general meetings of the Company and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31st March 2005, the annual director's fee of Mr YANG was HK\$62,667. According to the service contract, Mr YANG will be entitled to receive an annual director's fee of HK\$120,000 for the coming year.

Save as disclosed above, Mr YANG has confirmed that there are no other matters in connection with his re-election that need to be brought to the attention of the Shareholders.



MING PAO ENTERPRISE CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 685)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Salons I & II, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 11th August 2005 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the reports of the directors and auditors for the year ended 31st March 2005;
2. To declare a final dividend;
3. To re-elect directors and to authorise the board of directors to fix their remuneration; and
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION

5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-Laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

ORDINARY RESOLUTION

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-Laws of the Company to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of the shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

ORDINARY RESOLUTION

7. “**THAT** subject to the passing of the resolutions Nos. 5 and 6 set out in the notice convening the meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the said resolution.”

As special business to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

8. “**THAT** the existing Bye-Laws be and are hereby amended in the following manner:

(a) Bye-Law 99(A)

by deleting the existing Bye-Law 99(A) in its entirety and substituting therefor the following new Bye-Law 99(A) and its marginal note:

“Rotation and retirement
of Directors

99.(A) Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the rules of the Designated Stock Exchange and subject to the Company’s private act which was enacted on 25th June 1991 and notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”

NOTICE OF ANNUAL GENERAL MEETING

(b) Bye-Law 102

by deleting the existing Bye-Laws 102(A) and 102(B) in their entirety and substituting therefor the following new Bye-Laws 102(A) and 102(B) and their marginal note:

“Appointment
of Directors

102. (A) The Company may from time to time in general meetings by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting.

(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meetings. Any Director so appointed shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting.”

(c) Bye-Law 182

by deleting paragraph (iv) and re-numbering paragraphs (v) and (vi) as paragraphs (iv) and (v) respectively.

and **THAT** the Directors of the Company be and hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and complete any of the foregoing.”

By Order of the Board
LAW Yuk Kuen
Secretary

Hong Kong, 19th July 2005

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office and principal place of business of the Company 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 appointed for holding the meeting or any adjournment thereof.
3. The register of members will be closed from Friday, 5th August 2005, to Thursday, 11th August 2005, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 4th August 2005.
4. With regard to item No. 3 in this notice, the board of directors of the Company proposes that the retiring Directors, namely Mr TIONG Kiu King, Mr TANG Ying Yu and Mr Victor YANG be re-elected as Directors of the Company. Details of the said retiring Directors are set out in Appendix II to this document to be sent to the Shareholders on 19th July 2005.