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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ming Pao Enterprise Corporation Limited, you should at once hand this circular and the enclosed proxy form to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**MING PAO ENTERPRISE CORPORATION LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 685)

**PROPOSED CHANGE OF NAME OF THE COMPANY,  
PROPOSED AMENDMENTS TO THE BYE-LAWS,  
MECHANISM FOR DUAL LISTING  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM of Ming Pao Enterprise Corporation Limited to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 1 February 2008 (or any adjournment thereof) at 11:30 a.m. is set out on pages 10 to 25 of this circular. Proxy form for use in the SGM is enclosed. 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 SGM or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

Hong Kong, 9 January 2008

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## **RESPONSIBILITY STATEMENT**

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

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## DEFINITIONS

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

“Board”	the board of Directors
“Bursa Depository”	Bursa Malaysia Depository Sdn. Bhd.
“Bursa Malaysia Securities”	Bursa Malaysia Securities Berhad
“Bye-Law(s)”	the bye-law(s) of the Company as amended from time to time
“CCASS”	the Central Clearing and Settlement System
“CDS”	Central Depository System
“Company”	Ming Pao Enterprise Corporation Limited, an exempted company incorporated in Bermuda with limited liability and the shares of which are primarily listed on the main board of the Stock Exchange
“Completion”	the completion and implementation of the Merger in accordance with the terms of the court orders and all relevant approvals obtained in relation to the Merger, which will take the form of the exchange of Sin Chew Shares and Nanyang Press Shares for Sin Chew Consideration Shares and Nanyang Press Consideration Shares respectively pursuant to the Merger Agreement
“Directors”	the directors of the Company
“Dual Listing”	the dual primary listing of the Shares on the main boards of both the Stock Exchange and Bursa Malaysia Securities
“Enlarged Group”	the Company, Sin Chew and Nanyang Press, together with their respective subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Merger”	the proposed merger of the Company, Sin Chew and Nanyang Press taking the form of the exchange of all the issued shares in each of Sin Chew and Nanyang Press into Shares

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## DEFINITIONS

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“Merger Agreement”	the agreement dated 23 April 2007 entered into between the Company, Sin Chew and Nanyang Press in respect of the Merger
“Nanyang Press”	Nanyang Press Holdings Berhad, a company incorporated in Malaysia with limited liability and the shares of which are primarily listed on the main board of Bursa Malaysia Securities (Stock Code: 3964), and a connected person of the Company
“Nanyang Press Consideration Shares”	268,839,186 new Shares to be issued to the existing shareholders of Nanyang Press on Completion as consideration for the exchange of the Nanyang Press Shares (assuming none of the outstanding options are exercised pursuant to the Nanyang Press’ employee share option scheme). 278,432,742 new Shares to be issued to the existing shareholders of Nanyang Press on Completion as consideration for the exchange of the Nanyang Press Shares (assuming all the outstanding options are exercised pursuant to the Nanyang Press’ employee share option scheme)
“Nanyang Press Share(s)”	the ordinary share(s) of RM1.00 each in the issued share capital of Nanyang Press
“Proposed Amendments”	the proposed amendments to the Bye-Laws as set out in this circular
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, approve the proposed change of name of the Company and the Proposed Amendments
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholders”	the holders of the Shares
“Sin Chew”	Sin Chew Media Corporation Berhad, a company incorporated in Malaysia with limited liability and the shares of which are primarily listed on the main board of Bursa Malaysia Securities (Stock Code: 5090), and a connected person of the Company
“Sin Chew Consideration Shares”	1,015,976,055 new Shares to be issued to the existing shareholders of Sin Chew on Completion as consideration for the exchange of the Sin Chew Shares
“Sin Chew Share(s)”	the ordinary share(s) of RM0.50 each in the issued share capital of Sin Chew
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**MING PAO ENTERPRISE CORPORATION LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 685)

*Executive Directors:*

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

*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 in Hong Kong:*

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

Hong Kong, 9 January 2008

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF NAME OF THE COMPANY,  
PROPOSED AMENDMENTS TO THE BYE-LAWS,  
MECHANISM FOR DUAL LISTING  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 27 June 2007 setting out the poll results of the special general meeting whereby the Shareholders approved the Merger.

The purpose of this circular is to provide you with further information pursuant to the announcement dated 27 December 2007 regarding (i) the proposed change of name of the Company; (ii) the proposed amendments to the Bye-Laws; (iii) the mechanism for Dual Listing; and (iv) to give you the notice of the SGM.

**PROPOSED CHANGE OF NAME OF THE COMPANY**

The Board proposes to change the name of the Company from "Ming Pao Enterprise Corporation Limited" to "Media Chinese International Limited" (the "English Name Change") and to adopt the Chinese name of "世界華文媒體有限公司" as the secondary name of the Company (the "Secondary Name Adoption").

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## LETTER FROM THE BOARD

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### **Reason for change of name of the Company**

The proposed English Name Change and Secondary Name Adoption is to better reflect the consolidation of the Company, Sin Chew and Nanyang Press to create a global Chinese language media group. The Board considers that the proposed change of name of the Company will increase the visibility of the Enlarged Group and in particular within the Chinese community.

### **Conditions**

The proposed English Name Change and Secondary Name Adoption are conditional upon:

- (a) the completion of the Merger;
- (b) the passing of a special resolution by the Shareholders at the SGM to approve the English Name Change and Secondary Name Adoption; and
- (c) the approval by the Registrar of Companies in Bermuda.

The proposed English Name Change and Secondary Name Adoption shall take effect from the respective date on which the new name and the secondary name is entered on the register of companies maintained by the Registrar of Companies in Bermuda. The Company will, subject to satisfaction of the above conditions, carry out the necessary filing procedures with the Registrar of Companies in Bermuda and Hong Kong.

### **Effect of change of name of the Company**

The proposed English Name Change and Secondary Name Adoption will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the proposed change of name of the Company becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new certificates under the Company's new name. Once the proposed English Name Change and Secondary Name Adoption have become effective, new share certificates of the Company will be issued to reflect the English Name Change and Secondary Name Adoption. A further announcement will be made on the trading arrangements (including the date on which trading under the new name on the Stock Exchange will take effect) upon the English Name Change and Secondary Name Adoption becoming effective and unconditional.

The Company will make a further announcement when the proposed English Name Change and Secondary Name Adoption become effective.

### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

Upon completion of the Merger, Sin Chew and Nanyang Press will be wholly-owned subsidiaries of the Company and the Shares will be listed on the main board of the Stock Exchange as well as on the main board of Bursa Malaysia Securities. In order for the Company to comply with the listing requirements of Bursa Malaysia Securities (the "Listing Requirements of Bursa Malaysia Securities"), certain amendments have to be made to the Bye-Laws. The Proposed Amendments are conditional upon (i) the completion of the Merger, and (ii) the approval of the Shareholders by way of a special resolution at the SGM.

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## **LETTER FROM THE BOARD**

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The Proposed Amendments are contained in resolution no. 2 in the notice of the SGM set out on pages 10 to 25 of this circular.

If any financial assistance is provided by the Company pursuant to proposed Bye-Law 6(C)(ii) which would constitute a connected transaction pursuant to Chapter 14A of the Listing Rules, the Company will comply with the disclosure and approval requirements of the Listing Rules in relation to the grant of such financial assistance.

### **MECHANISM FOR DUAL LISTING AND TRANSFER OF SHARES**

Upon completion of the Merger, it is expected that all existing Shares, Sin Chew Consideration Shares and Nanyang Press Consideration Shares will be eligible to be traded on the main boards of both the Stock Exchange and Bursa Malaysia Securities. The Company will have a principal share register in Bermuda and two branch share registers, one in Malaysia and one in Hong Kong.

Physical share certificates representing the Shares that are listed on Bursa Malaysia Securities will be issued by the Malaysian branch share registrar and issued in the name of Bursa Malaysia Depository Nominees Sdn Bhd only. No physical share certificate will be issued in the name of the Shareholder. Instead, the Shares will be credited directly into the CDS account(s) of the respective Shareholders. Therefore, the Shareholders must maintain a CDS account with a Malaysian Authorised Depository Agent/Authorised Direct Member for the Shares to be listed on Bursa Malaysia Securities. If a Shareholder, whose Shares are registered in the Malaysian branch share register and who wishes to trade his Shares on the Stock Exchange, he must follow the procedures set out in Section A of the Appendix to this circular.

Physical share certificates representing the Shares that are listed on the Stock Exchange will be issued by the Hong Kong branch share registrar in the name of the Shareholder. The Shareholder may either keep the physical share certificate or deposit the Shares into the Hong Kong securities system, also known as CCASS whereby the Hong Kong branch share registrar will then issue a new share certificate in the name of HKSCC Nominees Limited. If a Shareholder, whose Shares are registered in the Hong Kong branch share register and who wishes to trade his Shares on Bursa Malaysia Securities, he must follow the procedures set out in Section B of the Appendix to this circular.

### **SGM**

Set out on pages 10 to 25 of this circular is a notice convening the SGM to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 1 February 2008 (or any adjournment thereof) at 11:30 a.m. at which resolutions will be proposed to the Shareholders to consider and, if thought fit, approve (i) the proposed English Name Change and Secondary Name Adoption and (ii) the Proposed Amendments.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the accompanying 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 the SGM or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the SGM or any adjournment thereof if you so wish.



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## LETTER FROM THE BOARD

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### PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

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 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; or
- (v) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights of all the Shareholders having the right to vote at the meeting.

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 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.

### RECOMMENDATION

The Board is pleased to recommend the proposals contained in this circular. The Board considers that the proposed English Name Change and Secondary Name Adoption, and the Proposed Amendments are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the resolutions set out in the notice of the SGM.

By order of the Board  
**Ming Pao Enterprise Corporation Limited**  
**Tiong Kiew Chiong**  
*Director*

Please note that in the situations as referred to in Sections A and B below, there should not be any change or difference, or purported change or difference, in the beneficial owner of the Shares before and after the transfer.

Please also note that the logistics and/or fees payable as set out below are subject to change. For further information and for copies of the relevant forms, please contact the Malaysian or Hong Kong branch share registrar of the Company, as the case may be, which will be appointed at a later date.

**A. Any Shareholder, whose Shares are registered in the Malaysian branch share register and who wishes to trade his Shares on the Stock Exchange, shall follow the procedures as set out below:**

- (i) If the Shares are held in your CDS account, then you must submit the following to the Malaysian branch share registrar:
  - (a) The duly completed transmission request form (“Transmission Request Form”);
  - (b) The duly completed, executed and stamped form of transfer of securities (“Form of Transfer of Securities”); and
  - (c) The applicable fees and expenses payable to the Malaysian branch share registrar and the Hong Kong branch share registrar.
  
- (ii) If the Shares are held by an authorised nominee (“Authorised Nominee”) in an authorised nominee or exempt authorised nominee CDS account, then your Authorised Nominee must submit the following to the Malaysian branch share registrar:
  - (a) The duly completed Transmission Request Form;
  - (b) The duly completed, executed and stamped Form of Transfer of Securities; and
  - (c) The applicable fees and expenses payable to the Malaysian branch share registrar and the Hong Kong branch share registrar.

In the event your Authorised Nominee is maintaining an omnibus CDS account with Bursa Depository, a confirmation is required from the Authorised Nominee stating that you are the beneficial owner of the Shares in that particular CDS account.

The Malaysian branch share registrar will verify the documents and in the event of any discrepancy, the Malaysian branch share registrar is entitled to return the relevant documents to you or the Authorised Nominee, as the case may be. If the relevant documents are in order, the Malaysian branch share registrar will fax or otherwise transmit to the Hong Kong branch share registrar the relevant documents.

Upon receipt of the relevant documents, the Hong Kong branch share registrar will issue a new share certificate in your name. The Hong Kong branch share registrar will deliver the share certificate to you by mail or such other method as the Company may decide at your own risk. You may either keep the share certificate yourself or deposit your Shares into CCASS.

If you decide to deposit your Shares into CCASS, you may do it yourself, being an investor participant, or you may instruct your Hong Kong stockbroker, being a CCASS participant, to effect the necessary arrangements on your behalf. To do this, you must execute a transfer form for securities which may be obtained from the Hong Kong branch share registrar, and deliver the executed transfer form together with the share certificate registered in your name to your Hong Kong stockbroker or directly to HKSCC. Upon verification by your Hong Kong stockbroker and HKSCC, the Hong Kong branch share registrar will then effect a transfer issuing the new share certificate in the name of HKSCC Nominees Limited.

**B. Any Shareholder, whose Shares are registered in the Hong Kong branch share register and who wishes to trade his Shares on Bursa Malaysia Securities, shall follow the procedures as set out below:**

- (i) Please ensure that you have opened a CDS account with a Malaysian Authorised Depository Agent/Authorised Direct Member (as defined in the Rules of Bursa Depository) before submitting your request to the Hong Kong branch share registrar.
- (ii) If you are holding the share certificate, which is issued in your name, then you must submit the following to the Hong Kong branch share registrar:
  - (a) The duly completed Transmission Request Form;
  - (b) The original share certificate; and
  - (c) The applicable fees and expenses payable to the Hong Kong branch share registrar and the Malaysian branch share registrar.

(iii) If the Shares have been deposited into CCASS, you must first withdraw your Shares from CCASS either by yourself or through your Hong Kong stockbroker and register the Shares in your name. To do this, you must submit the following to the Hong Kong branch share registrar:

- (a) The duly completed, executed and stamped Form of Transfer of Securities; and
- (b) The original share certificate registered in the name of HKSCC Nominees Limited.

The Hong Kong branch share registrar will thereafter issue the new share certificate in your name. Thereafter, you must arrange for the submission of the following to the Hong Kong branch share registrar:

- (a) The duly completed Transmission Request Form;
- (b) The original share certificate issued in your name; and
- (c) The applicable fees and expenses payable to the Hong Kong branch share registrar and the Malaysian branch share registrar.

The Hong Kong branch share registrar will verify the documents and in the event of any discrepancy, the Hong Kong branch share registrar is entitled to return the relevant documents to you. If the relevant documents are in order, the Hong Kong branch share registrar will fax or otherwise transmit to the Malaysian branch share registrar the relevant documents.

Upon receipt of the relevant documents, the Malaysian branch share registrar will issue a new share certificate in your name. If you are depositing your share certificate into your CDS account, you must submit the following to your Malaysian stockbroker where your CDS account is maintained:

- (i) The original share certificate;
- (ii) The duly completed and executed Form of Transfer of Securities;
- (iii) The completed securities deposit request form; and
- (iv) The deposit fee of RM10 per certificate that is being deposited into your CDS account.

However, if you are depositing your share certificate into a CDS account held under the name of an Authorised Nominee, you must submit the above (i), (ii) and (iv) to your Authorised Nominee.

Upon verification by your Malaysian stockbroker, or Authorised Nominee, as the case may be, the Malaysian branch share registrar will arrange for your Shares to be credited into your CDS account or Authorised Nominee account, as the case may be.



**MING PAO ENTERPRISE CORPORATION LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 685)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Ming Pao Enterprise Corporation Limited (the “Company”) will be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 1 February 2008 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions which will be proposed as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

1. “**THAT** subject to (i) the completion of the merger of the Company, Sin Chew Media Corporation Berhad and Nanyang Press Holdings Berhad as contemplated under the circular of the Company dated 9 June 2007; and (ii) the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Ming Pao Enterprise Corporation Limited” to “Media Chinese International Limited” (the “Primary Name”) and the Chinese name of “世界華文媒體有限公司” (the “Secondary Name”) be adopted as the secondary name of the Company with effect from the respective date on which the Primary Name and the Secondary Name is entered on the register of companies maintained by the Registrar of Companies in Bermuda, and any one director of the Company be and is hereby authorised generally to do such acts and things and execute all documents or make such arrangements as he may consider necessary or expedient to effect the change of company name.”
2. “**THAT** subject to the completion of the merger of the Company, Sin Chew Media Corporation Berhad and Nanyang Press Holdings Berhad as contemplated under the circular of the Company dated 9 June 2007, the existing Bye-Laws of the Company be and are hereby amended in the following manner:
  - (a) by inserting the following new definitions after the definition of “Designated Stock Exchange” in Bye-Law 1 and rearranging the definitions in alphabetical order:

“Companies Act 1965” shall mean the Malaysian Companies Act 1965 as may from time to time be amended.

“Depositor” shall mean a holder of a securities account established by the Depository.

“Depository” shall mean Bursa Malaysia Depository Sdn Bhd.

“Listing Requirements” shall mean the Listing Requirements of Bursa Malaysia Securities Berhad as may from time to time be amended.

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## NOTICE OF THE SGM

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“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as may from time to time be amended.

“Securities Industry (Central Depositories) Act 1991” shall mean the Malaysian Securities Industry (Central Depositories) Act 1991 as may from time to time be amended.

- (b) by inserting the following new Bye-Laws 3A, 3B, 3C and 3D immediately following Bye-Law 3:

“Issue of shares to Directors      3A. No Director shall participate in any share scheme for employees unless shareholders in general meeting have approved of the specific allotment and issue of shares to be made to such Director.

Rights of other classes of shares      3B. The rights attaching to shares of a class other than ordinary shares shall be expressed in the Bye-Laws.

Power to issue further preference shares      3C. Subject to the Bye-Laws, the Company shall have power to issue further preference shares ranking equally with, or in priority to, preference shares already issued.

Rights of preference shares      3D. (1) Subject to the Companies Act, the holder of a preference share must be entitled to the same right to vote as a holder of an ordinary share in each of the following circumstances:—

(a) when the dividend or part of the dividend on the share is in arrears for more than 6 months;

(b) on a proposal to reduce the Company’s share capital;

(c) on a proposal for the disposal of the whole of the Company’s property, business and undertaking;

(d) on a proposal that affects rights attached to the share;

(e) on a proposal to wind up the Company; and

(f) during the winding up of the Company.

(2) A holder of a preference share is entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited accounts, and attending meetings.”;

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## NOTICE OF THE SGM

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- (c) by inserting the following new Bye-Law 5(D) immediately following Bye-Law 5(C):

“(D) The repayment of preference capital (other than redeemable preference capital) or any other alteration of preference shareholders’ rights, may only be made pursuant to a special resolution of the preference shareholders concerned (being a resolution passed by a majority of not less than three-fourths of the votes cast by the preference shareholders as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a meeting of the preference shareholders of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given), provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within 2 months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.”;

- (d) by deleting the existing Bye-Law 6(C) in its entirety and replacing it with the following new Bye-Law 6(C):

“(C) Subject to the Statutes:–

- (i) the Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide directly or indirectly money or other financial assistance for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase or subscription for shares by a trustee of or to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company, in each such case whether incorporated in Bermuda or elsewhere and whether or not a wholly-owned subsidiary of the Company including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object; and
- (ii) the Company may give financial assistance on such terms as the Directors think fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company and/or any subsidiary of any such holding company, in each such case whether incorporated in Bermuda or elsewhere and whether or not a wholly-owned subsidiary of the Company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit.”;

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## NOTICE OF THE SGM

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- (e) by deleting the existing Bye-Law 9 in its entirety and replacing it with the following new Bye-Law 9:

“Issue of new shares 9. Subject to any direction to the contrary that may be given by to members the Company in general meetings, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the number of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Bye-Law.”;

- (f) by inserting the following new Bye-Law 20A immediately following Bye-Law 20:

“Company’s lien on 20A. Notwithstanding the aforesaid the Company’s shares and dividends lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.”;

- (g) by deleting the existing Bye-Law 36 in its entirety and replacing it with the following new Bye-Law 36:

“Form of transfer 36. (A) Subject to the Companies Act, all transfers of shares may be effected by an instrument of transfer in the usual or common form or in such other form as prescribed by the Designated Stock Exchange or in such form as the Board may accept and may be under hand or, if the transferor or transferee is a Clearing House or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.



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## NOTICE OF THE SGM

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Transfer of securities            (B)    The transfer of the beneficial ownership in any listed securities or class of listed securities of the Company deposited with the Depository (that are being held by and registered in the name of the Depository or its nominee holding as bare trustee for the Depositors), shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding sections 103 and 104 of the Companies Act 1965, but subject to subsection 107C(2) of the Companies Act 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act 1965, the Company shall be precluded from registering and effecting in the register, any transfer of the listed securities deposited with the Depository.

Depositors                        (C)    The Company is entitled but not obligated to (a) do all acts and things with, to or for a Depositor whose name appears in the record of Depositors maintained by the Depository pursuant to section 34 of the Securities Industry (Central Depositories) Act 1991 in respect of the beneficial ownership in the shares of the Company which have been deposited with the Depository as if such Depositor is a member of the Company instead of the Depository, and (b) subject to the provisions of the Securities Industry (Central Depositories) Act 1991 and any regulations made thereunder, regard such Depositor as being entitled to all voting and other rights as if such Depositor were an individual member (including the right to vote individually on a show of hands notwithstanding any other provisions in these Bye-Laws), benefits, powers and privileges and be subject to all liabilities, duties and obligations (whether conferred or imposed by the Companies Act or the Bye-Laws) in respect of, or arising from, the number of shares of the Company standing to the credit of the securities account of such Depositor as stated in the record of Depositors maintained by the Depository.”;

(h)    by inserting the following new Bye-Law 38(D) immediately following Bye-Law 38(C):

“(D)    Where:–

(a)    the shares of the Company are listed on a stock exchange other than Bursa Malaysia Securities Berhad; and

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- (b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such shares,

the Company shall, upon request of a shareholder, permit a transfer of shares held by such shareholder from the branch register of members maintained by the branch registrar of the Company in the jurisdiction of the other stock exchange, to the branch register of members maintained by the branch registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such shares.”;

- (i) by inserting the following new Bye-Law 53A immediately following Bye-Law 53:

“Sale of shares forfeited                      53A. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees as he may direct.”;

- (j) by deleting the existing Bye-Law 63 in its entirety and replacing it with the following new Bye-Law 63:

“Notice of meetings      63.      (A)      The notices convening general meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least 14 days before the meeting or at least 21 days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 14 days’ notice or 21 days’ notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be sent to each shareholder and given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper in Malaysia and in writing to each stock exchange upon which the Company is listed.

Record of Depositors                      (B)      (1)      The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

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- (2) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded by the Company under Bye-Law 36(C) as entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.”;
- (k) (i) by renumbering Bye-Law 76 as Bye-Law 76(A);
- (ii) by inserting the following new Bye-Laws 76(B) and 76(C) immediately following Bye-Law 76(A):
- |   |     |   |
|---|-----|---|
| “Voting rights of members                                   | (B) | Subject to Bye-Law 63(B), a member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.  |
| Voting rights of shares of different monetary denominations | (C) | Where the capital of a company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a share in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.”; |
- (l) by inserting the following new Bye-Law 81A immediately following Bye-Law 81:
- |                                     |      |   |
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| “Appointment of more than one proxy | 81A. | Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 who is the holder of two or more shares, it may appoint at least one proxy (but not more than two proxies) in respect of each securities account with ordinary shares of the Company standing to the credit of the said securities account to attend and vote at the same general meeting, notwithstanding Bye-Law 81. Where a Depositor is an authorised |
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nominee as defined under the Securities Industry (Central Depositories) Act 1991 who is the holder of two or more shares standing to the credit of the securities account of such Depositor as stated in the record of Depositors maintained by the Depository, the Depositor may be regarded by the Company under Bye-Law 36(C) as entitled to appoint at least one proxy (but not more than two proxies) in respect of each securities account under the name of such Depositor with ordinary shares of the Company standing to the credit of the said securities account to attend and vote at the same general meeting, notwithstanding Bye-Law 81.”;

- (m) by deleting the existing Bye-Laws 90 and 91(B) in their entirety and replacing Bye-Law 90 with the following new Bye-Law 90 and renumbering Bye-Law 91(A) as Bye-Law 91:

“Appointment of alternate Director	90.	A Director may appoint a person approved by a majority of his co-directors to act as his alternate, provided that any fee paid by the Company to the alternate shall be deducted from that Director’s remuneration.”;
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- (n) by deleting the existing Bye-Law 92 in its entirety and replacing it with the following new Bye-Law 92:

“No qualification shares for Director	92.	A Director or an alternate director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company.”;
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- (o) by inserting the following new Bye-Law 93A immediately following Bye-Law 93:

“Increase in Director’s remuneration	93A.	Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.”;
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- (p) (i) by deleting the words “or other Executive Director” in the third line of Bye-Law 96(A); and

- (ii) by inserting the following new Bye-Law 96(C) immediately following Bye-Law 96(B):

“(C) Fees payable to non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to Executive Directors may not include a commission on or percentage of turnover.”;

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- (q) (i) by deleting the first four lines of the existing Bye-Law 98(H) and replacing them with the following:
- “(H) A Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he is, directly or indirectly, interested or any of his associate(s) has a material interest nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to any of the following matters:–”;
- (ii) by deleting the existing Bye-Law 98(H)(iii) in its entirety and replacing it with the following new Bye-Law 98(H)(iii):
- “(iii) any proposal concerning any other company in which the Director’s associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director’s associate(s) is/are beneficially interested in shares of that company, provided that the Director’s associate(s) is/are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which the interest of his associate(s) is derived) or of the voting rights;”;
- (r) by inserting the following new Bye-Law 99(C) immediately following Bye-Law 99(B):
- “(C) An election of Directors shall take place each year at the annual general meeting of the Company.”;
- (s) by deleting the existing Bye-Law 103 in its entirety and replacing it with the following new Bye-Law 103:
- “Notice of intention 103. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him for election has, at least 11 clear days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination as a Director, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, 9 clear days’ notice only shall be necessary, and notice of each and every nomination for election to the Board shall be served on the registered holders of shares at least 7 days prior to the meeting at which the election is to take place.”;

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- (t) by deleting the first sentence of Bye-Law 119 and replacing it with the following:
- “119. The Board shall from time to time elect or otherwise appoint a director to be Chairman and may also, but shall not be required to, elect any Deputy Chairman (or two or more Deputy-Chairmen) or a President or Vice-President (or two or more Vice-Presidents) and determine the period for which each of them is to hold office.”;
- (u) by inserting the following new Bye-Law 122A immediately following Bye-Law 122:
- “122A. Where two Directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue, shall not have a casting vote.”;
- (v) by deleting the existing Bye-Law 128 in its entirety and replacing it with the following new Bye-Law 128:
- “Proceedings in case of vacancies      128. The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Bye-Laws, the remaining Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company.”;
- (w) by inserting the following new Bye-Law 162(E) immediately following Bye-Law 162(D):
- “Presentation of accounts      (E) The interval between the close of a financial year of the Company and the issue of the annual audited accounts as well as, the directors’ and auditors’ reports shall not exceed 4 months.”;
- (x) by inserting the following new Bye-Law 177A immediately following Bye-Law 177:
- “Liquidator’s commission      177A. Subject to the Companies Act, on the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by shareholders. The amount of such payment shall be notified to all shareholders at least 7 days prior to the meeting at which the commission or fee is to be considered.”;
- (y) by deleting the existing heading “CHANGES IN APPLICABLE LAW” immediately following Bye-Law 181;

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- (z) by deleting the existing Bye-Law 182 in its entirety and replacing it with the following new Bye-Law 182:

“182. Bye-Law 182 is intentionally left blank.”;

- (aa) by inserting a new heading “RESIDENT REPRESENTATIVE” immediately following Bye-Law 182;

- (bb) by inserting the following new Bye-Law 183 immediately following the heading RESIDENT REPRESENTATIVE:

“Resident Representative                      183. Pursuant to the provisions of the Statutes, the Board shall, for so long as the Company does not have a quorum of Directors ordinarily resident in Bermuda, appoint a Resident Representative as defined in the Statutes, to act on its behalf in Bermuda and to maintain all such records as may be required by the Statutes to be maintained in Bermuda and to make all necessary filings with the Ministry of Finance and Registrar of Companies in Bermuda as may be required by the Statutes and to fix his or their or its remuneration either by way of salary or fee for the period of the Resident Representative’s service to the Company.”;

- (cc) by inserting a new heading “MAINTENANCE OF RECORDS” immediately following Bye-Law 183;

- (dd) by inserting the following new Bye-Law 184 immediately following the heading MAINTENANCE OF RECORDS:

“Maintenance of records                      184. The Company shall keep at the office of its Resident Representative, in accordance with the provisions of the Statutes, the following:—

- (i) minutes of all proceedings of general meetings of the Company;
- (ii) all financial statements required to be prepared by the Company under the Companies Act together with the auditor’s report thereon;
- (iii) all records of account required by Section 83 of the Companies Act to be kept in Bermuda;
- (iv) all such documents as may be required in order to provide evidence of the continued listing of the Company on an appointed stock exchange within the meaning of the Companies Act; and

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- (v) a register containing the names and addresses and occupations of the Directors of the Company.”;
- (ee) by inserting a new heading “SUBSCRIPTION RIGHT RESERVE” immediately following Bye-Law 184;
- (ff) by inserting the following new Bye-Law 185 immediately following the heading SUBSCRIPTION RIGHT RESERVE:

“Subscription Right Reserve 185. The following provisions, or any of them, shall have effect at any time and from time to time that they are not prohibited by or inconsistent with any provision of the Statutes:–

- (A) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:–
  - (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Bye-Law) maintain in accordance with the provisions of this Bye-Law a reserve (the “Subscription Right Reserve”) the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such difference in respect of such additional shares as and when the same are allotted;
  - (ii) the Subscription Right Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than share premium



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account and the capital redemption reserve fund) have been used and will only be used to make good losses of the Company if and so far as is required by law;

(iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:—

(aa) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and

(bb) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par,

and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holder; and

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- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, contributed surplus account, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.
- (B) Shares allotted pursuant to the provisions of this Bye-Law shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (A) of this Bye-Law, no fraction of any share shall be allotted on exercise of the subscription rights.
- (C) The provisions of this Bye-Law as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or

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abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Bye-Law without the sanction of a special resolution of such warrant holders or class of warrant holders.

- (D) A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Right Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Right Reserve have been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.”;
- (gg) by inserting a new heading “LISTING REQUIREMENTS” immediately following Bye-Law 185;
- (hh) by inserting the following new Bye-Law 186 immediately following the heading LISTING REQUIREMENTS:
- “Effect of the Listing 186. (1) Subject to the Companies Act, notwithstanding anything contained in these Bye-Laws, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Subject to the Companies Act, nothing contained in these Bye-Laws prevents an act being done that the Listing Requirements require to be done.
- (3) Subject to the Companies Act, if the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) Subject to the Companies Act, if the Listing Requirements require these Bye-Laws to contain a provision and they do not contain such a provision, these Bye-Laws are deemed to contain that provision.

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- (5) Subject to the Companies Act, if the Listing Requirements require these Bye-Laws not to contain a provision and they contain such a provision, these Bye-Laws are deemed not to contain that provision.
- (6) Subject to the Companies Act, if any provision of these Bye-Laws is or becomes inconsistent with the Listing Requirements, these Bye-Laws are deemed not to contain that provision to the extent of the inconsistency.”;
- (ii) by inserting a new heading “CHOICE OF FORUM” immediately following Bye-Law 186;
- (jj) by inserting the following new Bye-Law 187 immediately following the heading CHOICE OF FORUM:

“Choice of forum      187. In relation to any disputes between the Company and any of its members or registered or claimed holders of shares concerning these Bye-Laws or interests, rights, or entitlements of members or holders of shares, the Company irrevocably submits to the non-exclusive jurisdiction of the courts of Malaysia.””

By order of the Board  
**Ming Pao Enterprise Corporation Limited**  
**Tiong Kiew Chiong**  
*Director*

Hong Kong, 9 January 2008

*Notes:*

1. A shareholder entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on poll, vote on his behalf. A proxy need not be a shareholder of the Company.
2. A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. Completion and return of the proxy form will not prevent you from attending and voting in person at the SGM or any adjournment thereof if you so wish. In the event that you attend the SGM after having returned the completed proxy form, your proxy form will be deemed to have been revoked.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notorially 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 SGM or any adjournment thereof.
4. In the case of joint registered holders of any shares, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders are present at the SGM personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.