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**If you have sold or transferred** 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 transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Ming Pao Enterprise Corporation Limited to be held at Pacific Place Conference Centre, 5th Floor, One Pacific Place, 88 Queensway, Hong Kong on Friday, 7th September 2007, at 11:30 a.m. is set out on pages 13 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. Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting if you so wish.

Hong Kong, 27th July 2007

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## DEFINITIONS

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*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 Pacific Place Conference Centre, 5th Floor, One Pacific Place, 88 Queensway, Hong Kong on Friday, 7th September 2007, at 11:30 a.m., notice of which is set out on pages 13 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 (as amended)
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	23rd July 2007, 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. 4 of the notice of the Annual General Meeting

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## DEFINITIONS

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“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 Codes on Takeovers and Mergers and Share Repurchases



**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:*

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

Hong Kong, 27th July 2007

*To Shareholders,*

Dear Sir or Madam,

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

**GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 8th September 2006, 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.

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## LETTER FROM THE CHAIRMAN

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### 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 passing the resolutions; and (ii) an extension to the general mandate so granted to the Directors by the addition of any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

### RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-Law 99(A), Mr TIONG Kiu King, Mr TANG Ying Yu and Mr David YU Hon To 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; or
- (v) if required by the rules of the Designated 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.

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## LETTER FROM THE CHAIRMAN

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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.

### ANNUAL GENERAL MEETING

On pages 13 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 2007;
2. to re-elect directors and to authorise the board of directors to fix the remuneration of directors; and
3. to re-appoint auditors and to authorise the board of directors to fix the remuneration of auditors.

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 amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution; and
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.

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## LETTER FROM THE CHAIRMAN

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### **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 in person at the Annual General Meeting if you so wish.

### **RECOMMENDATION**

The Directors believe that the granting of the general mandates to repurchase Shares and to issue new Shares, the extension of the general mandate to issue additional Shares and the re-election of the retiring Directors of the Company are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant 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 404,465,000 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 40,446,500 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 asset 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 which will be legally available for such purpose in accordance with its memorandum of association and Bye-Laws and the Companies Act. It is proposed that repurchases of Shares under the Repurchase Proposal in these circumstances would be financed from available cash flows or working capital facilities of the Company and its subsidiaries. The Companies Act provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest audited accounts contained in the annual report for the year ended 31st March 2007 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:

	<b>Highest Price <i>HK\$</i></b>	<b>Lowest Price <i>HK\$</i></b>
<b>2006</b>		
July	1.500	1.310
August	1.430	1.330
September	1.400	1.320
October	1.480	1.240
November	1.550	1.300
December	1.460	1.320
<b>2007</b>		
January	2.580	1.350
February	1.850	1.500
March	1.860	1.500
April	2.150	1.730
May	2.010	1.800
June	2.300	1.780
July (up to the Latest Practicable Date)	2.350	1.960

#### 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 62.43% of the issued share capital of the Company; and (ii) Winnington Capital Limited is interested in approximately 10.80% of the issued share capital of the Company. Winnington Capital Limited is beneficially owned as to 50% by each of Mr HUNG Kam Biu and Ms CHU Jocelyn. Winnington Capital Limited, Mr HUNG Kam Biu and Ms CHU Jocelyn are 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 Winnington Capital Limited in the Company will be increased to approximately 69.37% and 12.00% 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 number of Shares held by the public being reduced to less than 25%.

## 7. SHARE REPURCHASES MADE BY THE COMPANY

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 72, has been an executive director of the Company since October 1995. He is a member of the Executive Committee of the Group and a director of various subsidiaries of the Company. He is also the Chairman of One Media Group Limited (“OMG”), a subsidiary of the Group which was listed on the Stock Exchange on 18th October 2005. Mr TIONG graduated with a Diploma in Civil Engineering from Tak Ming College in Hong Kong in 1964. He has been in the media business for more than 10 years and also has extensive business experience in other industries including property development and plantation as well as investment projects in Mainland China. He is a brother of Tan Sri Datuk TIONG Hiew King and Dr TIONG Ik King, and a distant relative of Mr TIONG Kiew Chiong, a director of the Company. Tan Sri Datuk TIONG Hiew King is the Chairman of the Company, and Dr. TIONG Ik King is an executive Director of the Company, both are the controlling shareholders of the Company.

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

As at the Latest Practicable Date, Mr TIONG 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. He 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 2007, Mr TIONG has not received any director’s fee from the Company.

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

2. Mr TANG Ying Yu, aged 62, 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 over 32 years of extensive experience in trading, petroleum, real estate development industries in China, Hong Kong, Thailand and Indonesia. Mr TANG obtained a Bachelor’s Degree in Civil Engineering from Hong Kong Baptist College in 1967.

Mr TANG has not held any directorship in other listed public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Mr 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 two years and three months starting from 1st January 2006 and ending on 31st March 2008. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. Under the service contract, Mr TANG is entitled to receive a director's fee of HK\$130,000 per annum. 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 2007, the annual director's fee of Mr TANG was HK\$130,000.

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

3. Mr David YU Hon To, aged 59, was appointed as an independent non-executive director of the Company on 30th March 1999. He is the Chairman of the Audit Committee and Remuneration Committee of the Company and a member of the Nomination Committee of the Company. He is also an independent non-executive director of OMG. Mr YU is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr YU is a founder and a director of Management Capital Limited, which specialises in direct investment and financial advisory activities. Mr YU is currently on the board of the following public companies listed on the Stock Exchange: Great China Holdings Limited, Playmates Holdings Limited, BALtrans Holdings Limited, Shun Cheong Holdings Limited, Hantec Investment Holdings Limited, VXL Capital Limited and TeleEye Holdings Limited. In the past three years, he was a former director of Shimao China Holdings Limited (name changed to Shimao International Holdings Limited) (which is listed on the Stock Exchange), Guangzhou Shipyard International Company Limited (which is listed on the Stock Exchange) and Zindart Limited (which is listed on NASDAQ).

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

As at the Latest Practicable Date, Mr YU does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr YU entered into a service contract with the Company for a term of two years and three months starting from 1st January 2006 and ending on 31st March 2008. The appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. Under the service contract, Mr YU is entitled to receive a director's fee of HK\$160,000 per annum. The director's fee of Mr YU 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 2007, the annual director's fee of Mr YU was HK\$160,000.

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



**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 Pacific Place Conference Centre, 5th Floor, One Pacific Place, 88 Queensway, Hong Kong on Friday, 7th September 2007 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 2007;
2. to re-elect directors and to authorise the board of directors to fix the remuneration of directors; and
3. to re-appoint auditors and to authorise the board of directors to fix the remuneration of auditors.

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

**ORDINARY RESOLUTION**

4. **“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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
  - (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

5. **“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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

“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

6. “**THAT** subject to the passing of the resolutions Nos. 4 and 5 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. 5 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. 4 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.”

By Order of the Board  
**LAW Yuk Kuen**  
*Secretary*

Hong Kong, 27th July 2007

*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.
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. With regard to item No. 2 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 David YU Hon To 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 27th July 2007.