



# 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 of Ming Pao Enterprise Corporation Limited (“the **Company**”) will be held at 10:00 a.m., on Tuesday, 20 April 2004 at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) each of the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. **“THAT** the conditional subscription agreement (a copy of which marked “A” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between Winmax Resources Limited (“**Winmax**”), Redgate Media (HK) Limited (“**Redgate**”), the Company and Redgate Media Inc. dated 9 March 2004, as amended by a supplemental agreement dated 11 March 2004 (the “**Subscription Agreement**”), in relation to the subscription by Redgate of 40,000 shares of US\$0.01 each in the issued share capital of Winmax (“**Winmax Shares**”) (details of which are set out in the circular of the Company dated 3 April 2004 to its shareholders (the “**Circular**”)) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Subscription Agreement and all other agreements, deeds and any other documents in relation thereto by the Company and its subsidiaries be approved, ratified and confirmed.”
2. **“THAT** the option agreement (a copy of which marked “B” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between Starsome Limited (“**Starsome**”) and Redgate dated 9 March 2004 (the “**Winmax Option Agreement**”) in relation to the granting of a call option entitling Redgate to require Starsome to sell up to 7.87% of the total number of Winmax Shares to Redgate (details of which are set out in the Circular) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Winmax Option Agreement and all other agreements, deeds and any other documents in relation thereto by the Company and its subsidiaries be approved, ratified and confirmed.”
3. **“THAT** the profit target agreement (a copy of which marked “C” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between Starsome and Redgate dated 9 March 2004 (the “**Media2U Profit Target Agreement**”) in relation to the aggregate targeted profit to be achieved by Media2U (BVI) Company Limited and its subsidiaries (details of which are set out in the Circular) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Media2U Profit Target Agreement and all other agreements, deeds and any other documents in relation thereto by the Company and its subsidiaries be approved, ratified and confirmed.”

4. “**THAT** the shareholders’ agreement (a copy of which marked “D” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between Starsome, Redgate and Winmax dated 9 March 2004 (the “**Shareholders’ Agreement**”) in relation to the rights and obligations of each of the shareholders of Winmax in Winmax (details of which are set out in the Circular) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Shareholders’ Agreement and all other agreements, deeds and any other documents in relation thereto by the Company and its subsidiaries be approved, ratified and confirmed.”
5. “**THAT** the directors of the Company be and are hereby authorized to do all such things and execute all such documents as they in their absolute discretion deem fit or appropriate to give effect to the Subscription Agreement, Winmax Option Agreement, Media2U Profit Target Agreement and the Shareholders’ Agreement and the implementation of all transactions contemplated thereunder.”

By Order of the Board  
**Ming Pao Enterprise Corporation Limited**  
**Law Yuk Kuen**  
*Company Secretary*

Hong Kong, 3 April 2004

**NOTES:**

1. A member of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company’s Bye-Laws. A proxy need not be a member of the Company.
2. A form of proxy for use at the Special General Meeting is enclosed herewith.
3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the principal place of business of the Company in Hong Kong at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than 48 hours before the appointed time for holding the Special General Meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy and such power or authority shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Special General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

*The Board of Directors comprises of Tan Sri Datuk Tiong Hiew King, Mr. Tiong Kiu King, Dr. Tiong Ik King and Mr. Tiong Kiew Chiong, being executive directors; and Mr. Tang Ying Yu and Mr. David Yu Hon To, being independent non-executive directors.*

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