



**MING PAO ENTERPRISE CORPORATION LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 685)

**DESPATCH OF CIRCULAR AND NOTICE OF SPECIAL GENERAL MEETING**

The Circular was despatched on 11 June 2007 and the SGM of the Company is convened to be held on 27 June 2007.

**DESPATCH OF CIRCULAR**

On 23 April 2007, the Company made a press announcement (the “Announcement”) regarding, inter alia, the proposed merger of the Company, Sin Chew and Nanyang Press. Unless otherwise defined, capitalised terms used herein have the meanings ascribed to them in the Announcement.

Pursuant to Rules 14.38 and 14A.49 of the Listing Rules, the Company is required to despatch a circular (the “Circular”) containing, among other things, details of the proposed merger of the Company, Sin Chew and Nanyang Press.

The Circular contains, among other things, (i) the details of the Merger; (ii) the recommendation of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the terms of the Merger Agreement and the transactions contemplated thereunder; (iii) the latest audited consolidated financial statements of the Group; (iv) the accountants’ report on Sin Chew Group; (v) the accountants’ report on Nanyang Press Group; (vi) the unaudited pro forma financial information on the Enlarged Group; (vii) the property valuation of the Enlarged Group; and (viii) the notice of the SGM. The Circular was despatched to the Shareholders on 11 June 2007.

**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 Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 27 June 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

“THAT:

- (A) the authorised share capital of the Company be increased from HK\$50,000,000 divided into 500,000,000 ordinary shares of HK\$0.10 each to HK\$250,000,000 divided into 2,500,000,000 ordinary shares by creating additional 2,000,000,000 ordinary shares of HK\$0.10 each, which new shares shall rank pari passu in all respects with the existing shares in the capital of the Company;

- (B) the merger agreement dated 23 April 2007 (the “Merger Agreement”) entered into between the Company, Sin Chew Media Corporation Berhad (“Sin Chew”) and Nanyang Press Holdings Berhad (“Nanyang Press”), (a copy of which marked “A” has been produced to the SGM and signed by the Chairman of the SGM for the purpose of identification) as further described in the circular (“Circular”) dated 9 June 2007 to the shareholders of the Company (a copy of which marked “B” has been produced to the SGM and signed by the Chairman of the SGM for the purpose of identification), and pursuant to which, in consideration for the issue of new shares of HK\$0.10 each in the capital of the Company, the existing shareholders of Sin Chew and Nanyang Press will transfer their shares in Sin Chew and Nanyang Press respectively to the Company, and the transactions contemplated under the Merger Agreement, be and are hereby approved, ratified and confirmed;
- (C) the issue and allotment of the Sin Chew Consideration Shares and the Nanyang Press Consideration Shares (each as defined in the Circular) to the existing shareholders of Sin Chew and Nanyang Press respectively, be and are hereby approved;
- (D) the directors of the Company, acting together or by committee or any director of the Company acting individually, if the affixation of the common seal is necessary, be and are/is hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver all such other agreements, instruments and other documents and do all such other acts as they/he may in their/his absolute discretion consider necessary, desirable or expedient to implement and/or give effect to the Merger Agreement and the completion thereof and the transactions contemplated thereunder as they/he may consider necessary, desirable or expedient.”

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

*Notes:*

1. The ordinary resolutions to be considered at the SGM will be decided by poll. On voting by poll, each Shareholder shall have one vote for each Share held in the Company.
2. A Shareholder entitled to attend and vote at the SGM is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a Shareholder.
3. A proxy form for use at the SGM is enclosed in the Circular. Whether or not you intend to attend the SGM in person, you are urged 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 preclude you from attending and voting in person at the SGM or any adjourned meeting 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.
4. 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 of such power of attorney, must be deposited at the Company’s head office and principal place of business at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

5. 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 the joint holders are present at the meeting 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.
6. As at the date of this notice, the Board comprises 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, Mr David Yu Hon To and Mr Victor Yang, being independent non-executive Directors.

Hong Kong, 9 June 2007

Please also refer to the published version of this announcement in South China Morning Post.