



# 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.

“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.”;

(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.”;

- (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 to members      9.      Subject to any direction to the contrary that may be given by 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 shares and dividends      20A. Notwithstanding the aforesaid the Company’s 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.

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
- (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.
- (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:

“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 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.”;

(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.”;

(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.”;



- (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.”;

- (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 to appoint Director      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.”;

- (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;

(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
- (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 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

- (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 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 Requirements      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.
- (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 vote on his behalf. A proxy need not be a shareholder 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 SGM or any adjournment thereof.
3. 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.

*As at the date of this announcement, Tan Sri Datuk TIONG Hiew King, Mr. TIONG Kiu King, Dr. TIONG Ik King and Mr. TIONG Kiew Chiong are executive directors of the Company. Mr. TANG Ying Yu, Mr. David YU Hon To and Mr. Victor YANG are independent non-executive directors of the Company.*