



## **MEDIA CHINESE INTERNATIONAL LIMITED**

### **世界華文媒體有限公司**

*(Incorporated in Bermuda with limited liability)*

(Malaysia Company No. 995098-A)

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

### **NOTICE OF 18TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting of Media Chinese International Limited will be held at (i) Nanyang Siang Pau Building, Ground Floor, No. 1, Jalan SS 7/2, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 27 August 2008 at 10:00 a.m. for the following purposes:

#### **AGENDA**

##### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2008 together with the Directors' and Auditor's Reports thereon. Ordinary Resolution 1
2. To approve the payment of Directors' remuneration for the financial year ended 31 March 2008. Ordinary Resolution 2
3. To re-elect the following Directors who retire pursuant to Bye-Laws 99(A) and 102(B) of the Company:
  - i. Mr TIONG Kiew Chiong Ordinary Resolution 3
  - ii. Mr Victor YANG Ordinary Resolution 4
  - iii. Dato' LEONG Khee Seong Ordinary Resolution 5
  - iv. Ms SIEW Nyoke Chow Ordinary Resolution 6
  - v. Ms SIM Sai Hoon Ordinary Resolution 7
  - vi. Mr LEONG Chew Meng Ordinary Resolution 8
  - vii. Tan Sri Dato' LAU Yin Pin; and Ordinary Resolution 9
  - viii. Temenggong Datuk Kenneth Kanyan ANAK TEMENGGONG KOH Ordinary Resolution 10

4. To re-appoint Messrs PricewaterhouseCoopers as auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 11

## AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments the following Resolutions:

### 5. ORDINARY RESOLUTION

#### PROPOSED SHAREHOLDERS' RATIFICATION AND MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' RATIFICATION AND MANDATE")

"**THAT** approval is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as specified in the circular to shareholders dated 31 July 2008, subject further to the following: Ordinary Resolution 12

- (a) the transactions are necessary for the day to day operations of the Company and its subsidiaries (the "Group") and carried out in the ordinary course of business, on normal commercial terms, on arm's length basis and are on terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

**THAT** the approval given in the paragraph above shall only continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the annual general meeting at which the Proposed Shareholders' Ratification and Mandate was passed, at which time the Proposed Shareholders' Ratification and Mandate will lapse, unless by an ordinary resolution passed at the general meeting, the authority is renewed;

- (b) 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
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is earlier.

AND **THAT** the Directors and/or any of them of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient and necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

## 6. ORDINARY RESOLUTION

### PROPOSED GENERAL MANDATE FOR SHARE BUY-BACK

**“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”), Bursa Malaysia Securities Berhad (“Bursa Securities”) or 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, the Stock Exchange and Bursa Securities 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, Listing Requirements of Bursa Securities 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
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

Ordinary Resolution 13

- (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.”

## 7. ORDINARY RESOLUTION

### PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

**“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; Ordinary Resolution 14
- (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

- (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.

“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.)”

## 8. ORDINARY RESOLUTION

### PROPOSED GENERAL MANDATE RELATING TO AN EXTENSION TO THE GENERAL MANDATE TO ISSUE NEW SHARES

“**THAT** subject to the passing of the resolution nos. 13 and 14 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. 14 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. 13 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.”

Ordinary Resolution 15

By Order of the Board  
**MEDIA CHINESE INTERNATIONAL LIMITED**  
**LAW Yuk Kuen**  
*Company Secretary*

31 July 2008

*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 may but need not be a member of the Company.
2. When a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
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 notarially certified copy thereof, must be lodged with i) the Hong Kong 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; or ii) Malaysia Branch Share Registrar office at G-01, Ground Floor, Plaza Permata, Jalan Kampar off Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Explanatory notes on special business:
  - (a) The proposed Ordinary Resolution No. 12, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business based on normal commercial terms which are not more favourable to the related parties than those generally available to the public which are necessary for the Group's day-to-day operations. Please refer to the circular to shareholders dated 31 July 2008 for more information.
  - (b) The explanatory notes on Ordinary Resolution No. 13 are set out in the circular to shareholders dated 31 July 2008 accompanying the Annual Report.
  - (c) The proposed Ordinary Resolution No. 14, if passed, will authorise the Directors to issue and allot shares up to 20% of the issued and paid-up capital of the Company for the time being for such purposes as the Directors would consider to be in the interest of the Company. This is to avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next conclusion of the annual general meeting of the Company.

*As at the date of this announcement, the Board comprises Tan Sri Datuk Tiong Hiew King, Mr Tiong Kiu King, Dr Tiong Ik King, Dato' Leong Khee Seong, Mr Tiong Kiew Chiong, Ms Siew Nyoke Chow and Ms Sim Sai Hoon, being executive Directors; Mr Leong Chew Meng, being non-executive Director; and Mr David Yu Hon To, Mr Victor Yang, Tan Sri Dato' Lau Yin Pin and Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh being independent non-executive Directors.*