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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in SING TAO NEWS CORPORATION LIMITED, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SING TAO NEWS CORPORATION LIMITED**

**星島新聞集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1105)**

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,  
ADOPTION OF THE NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Sing Tao News Corporation Limited to be held at the Conference Room, 7/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 16 May 2025 at 3:30 p.m. is set out on pages 30 to 34 of this circular. Whether or not you intend to be present at the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                           |  |
|---------------------------|--|
| “AGM”                     | the annual general meeting of the Company to be held on Friday, 16 May 2025 at 3:30 p.m. or any adjournment thereof  |
| “Board”                   | the board of Directors   |
| “Bye-laws”                | the bye-laws of the Company as amended, supplemented or modified from time to time   |
| “Company”                 | Sing Tao News Corporation Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange            |
| “Directors”               | the directors of the Company   |
| “Group”                   | the Company and its subsidiaries   |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Latest Practicable Date” | 15 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein                |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “New Bye-laws”            | has the meaning ascribed to it under the section headed “ADOPTION OF THE NEW BYE-LAWS” in the letter from the Board of this circular                         |
| “Nomination Committee”    | the nomination committee of the Company  |
| “Proposed Amendments”     | has the meaning ascribed to it under the section headed “ADOPTION OF THE NEW BYE-LAWS” in the letter from the Board of this circular                         |
| “Repurchase Mandate”      | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares as set out in the notice of the AGM |
| “SFO”                     | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong   |
| “Share(s)”                | ordinary share(s) of HK\$0.2 each in the share capital of the Company  |

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## DEFINITIONS

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|                       |  |
|-----------------------|--|
| “Share Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the AGM |
| “Shareholder(s)”      | holders of the shares  |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”      | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time  |
| “%”                   | per cent   |

References to time and dates in this circular are to Hong Kong time and dates.

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## LETTER FROM THE BOARD

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### SING TAO NEWS CORPORATION LIMITED

星島新聞集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1105)

*Executive Directors:*

Mr. Kwok Ying Shing (Co-Chairman)  
Mr. Choi Karson Ka Tsan (Co-Chairman)  
Ms. Kwok Hiu Ting (Vice-chairman and  
Co-Chief Executive Officer)  
Mr. Cai Jin (Co-Chief Executive Officer)

*Independent Non-Executive Directors:*

Mr. Wu Ting Yuk, Anthony  
Ms. Han Yonghong  
Mr. Fan Chun Wah Andrew

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business:*

Sing Tao News Corporation Building  
7 Chun Cheong Street  
Tseung Kwan O Industrial Estate  
Tseung Kwan O, New Territories  
Hong Kong

23 April 2025

*To the Shareholders,*

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,  
ADOPTION OF THE NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

This circular contains information relating to the proposals for (i) re-election of the Directors retiring at the AGM; (ii) the Repurchase Mandate; (iii) the Share Issue Mandate; and (iv) the adoption of the New Bye-laws required to be sent to you in compliance with the Listing Rules so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto at the AGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with the bye-law 84 of the Bye-laws, Mr. Kwok Ying Shing, Mr. Choi Karson Ka Tsan and Mr. Fan Chun Wah Andrew will retire by rotation, and being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's nomination policy and board diversity policy and the Company's corporate strategy and the independence of all the independent non-executive Directors. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors at the AGM.

Mr. Fan Chun Wah Andrew, being an individual proposed to be re-elected as an independent non-executive Director at the AGM, has confirmed his independence with reference to the independence guidelines under Rule 3.13 of the Listing Rules. The Board also noted that Mr. Fan does not have any relationship with any Directors, chief executive and senior management of the Company or substantial Shareholders, and does not serve any position within the Group save as the position of independent non-executive Director. The Nomination Committee and the Board are also not aware of any circumstance that might influence the independent judgement of Mr. Fan. On this basis, the Nomination Committee and the Board are satisfied that Mr. Fan has the required character, integrity, independence and experience to fulfil the role of independent non-executive Director and consider him to be independent in accordance with the independence guidelines set out in the Listing Rules.

Mr. Fan Chun Wah Andrew possesses vast experience in finance and accounting, and diverse experience and expertise through his involvement in different business sectors and public services. The re-election of Mr. Fan allows him to provide valuable and relevant insights and contribute to the diversity of the Board, in particular professional experience. The Board has taken into account his contribution to the Company, accepted the recommendations from the Nomination Committee and recommended him to stand for re-election as independent non-executive Director at the AGM.

The Nomination Committee has also reviewed the performance of Mr. Kwok Ying Shing and Mr. Choi Karson Ka Tsan, and confirmed that they had satisfactorily contributed to the Group and were committed to their respective roles. Accordingly, with the recommendation of the Nomination Committee, the Board has recommended them to stand for re-election as Directors at the AGM.

Information on such retiring Directors as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 17 May 2024, a general mandate was given to the Directors to exercise the powers of the Company to repurchase the Shares. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM granting the Directors authority to repurchase Shares of up to 10% of the total number of issued Shares as at the date of the passing of the relevant resolution approving the Repurchase Mandate.

The Repurchase Mandate will, if granted, remain in effect until 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; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with new Shares not exceeding 20%, which is equivalent to 176,108,603 Shares as at the Latest Practicable Date, of the total number of issued Shares as at the date of the passing of the relevant resolution approving the Share Issue Mandate.

The Share Issue Mandate will, if granted, remain effective until 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; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

In addition, if the Repurchase Mandate is granted, an ordinary resolution will also be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

In respect of the Repurchase Mandate and the Share Issue Mandate, the Directors wish to state that they have no present intention to exercise the Repurchase Mandate to repurchase the Shares and have no present intention to exercise the Share Issue Mandate to allot new Shares.

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## LETTER FROM THE BOARD

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### ADOPTION OF THE NEW BYE-LAWS

The Board proposes that certain amendments (the “**Proposed Amendments**”) be made to the existing Bye-laws for the purposes of, among others, (i) providing the Company with flexibility to purchase or acquire shares to be held as treasury shares, pursuant to the Bye-laws, in view of the amendments to the Listing Rules relating to treasury shares which took effect on 11 June 2024; (ii) bringing the Bye-laws in line with certain amendments made to the Listing Rules in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers; and (iii) making other consequential and housekeeping amendments.

Accordingly, the Board proposes to adopt the amended and restated Bye-laws (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the existing Bye-laws.

The full text of the New Bye-laws (marked-up against the existing Bye-laws) is set out in Appendix III to this circular. The major areas of the Proposed Amendments include:

1. to allow the Company to hold repurchased shares as treasury shares;
2. to facilitate physical, hybrid, and wholly electronic meetings;
3. to enable votes to be cast by electronic means;
4. to allow the Board to postpone general meetings of the Company;
5. to enable Shareholders to receive dividends and to submit proxies by electronic means;
6. to permit the Company to issue, publish, and serve documents electronically; and
7. other house-keeping amendments to the New Bye-laws are proposed.

The Chinese translation of the New Bye-laws is for reference only. In case of any discrepancy between the English version and its Chinese translation, the English version shall prevail.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM.

The Company has received a confirmation from its legal adviser to Hong Kong laws confirming that the New Bye-laws comply with the applicable provisions under the Listing Rules.

The Company has also received a confirmation from its legal adviser to Bermuda laws confirming that the Proposed Amendments do not contravene or violate Bermuda law.



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## LETTER FROM THE BOARD

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### ACTION TO BE TAKEN

A notice convening the AGM to be held at the Conference Room, 7/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 16 May 2025 at 3:30 p.m. is set out on pages 30 to 34 of this circular.

A proxy form for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Given that no Shareholder is considered as having a material interest in the resolutions to be proposed at the AGM, no Shareholder is required to abstain from voting at the AGM for the relevant resolutions.

### RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**Sing Tao News Corporation Limited**  
**Kwok Ying Shing/Choi Karson Ka Tsan**  
*Co-Chairman*

The following is the information, as required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM.

- (1) **Mr. Kwok Ying Shing** (60) has been the chairman and an executive director of the Company since 2021 and has been redesignated as the co-chairman and remained as an executive director of the Company with effect from 30 May 2022. Mr. Kwok is currently the chairman and an executive director of Kaisa Group Holdings Ltd. (“**Kaisa Group**”) (stock code: 1638), Kaisa Capital Investment Holdings Limited (stock code: 936), Kaisa Health Group Holdings Limited (stock code: 876) and Kaisa Prosperity Holdings Limited (stock code: 2168), all are listed on the Stock Exchange. Mr. Kwok is one of the founders of Kaisa Group and has been the chairman of its board and a director since its inception in 1999. Mr. Kwok is primarily responsible for overall strategy, investment planning and human resource strategy of Kaisa Group. Mr. Kwok has extensive experience in real estate development, investment and financing management. He is the father of Ms. Kwok Hiu Ting, the vice-chairman and an executive director of the Company.
- (2) **Mr. Choi Karson Ka Tsan, B.B.S., J.P.** (39) has been an independent non-executive director of the Company since 2021 and has been redesignated as an executive director and the co-chairman with effect from 30 May 2022. Mr. Choi is currently the chairman, chief executive officer and an executive director of Town Health International Medical Group Limited (listed on the Stock Exchange, stock code: 3886). Mr. Choi is also the vice-chairman of Early Light Industrial Company Limited (“**Early Light**”), the founder and chairman of Unique Timepieces Watches Group Limited and the chairman of Fastwheel Motors Group Limited. Early Light is the world’s largest toys manufacturer. Under the leadership of Mr. Choi, Early Light has developed diversified businesses, including the industries of toys manufacturing, shopping mall development, property rental and management, luxury watches retail, motors sales and maintenance, bioplastic production and education.

Mr. Choi is a deputy director of The Population, Resources and Environment Committee of the Chinese People’s Political Consultative Conference and a member of the National Committee of the Chinese People’s Political Consultative Conference. Mr. Choi also serves as a member of the Court of the University of Hong Kong, members of various government advisory committees and leaders of social groups.

Mr. Choi graduated from University of Southern California, United States with a Bachelor of Arts Degree in International Relations. Mr. Choi has been admitted to Honorary University Fellowship of the University of Hong Kong in October 2023.

- (3) **Mr. Fan Chun Wah, Andrew, J.P.** (46) has been an independent non-executive director of the Company since 2022. Mr. Fan has directorships in certain companies listed on the Stock Exchange: he is an independent non-executive director of China Aircraft Leasing Group Holdings Limited (stock code: 1848), China Overseas Grand Oceans Group Limited (stock code: 81), Chuang’s China Investments Limited (stock code: 298), Nameson Holdings Limited (stock code: 1982) and China Unicom (Hong Kong) Limited (stock code: 762). In the last three years preceding the date of this circular, Mr. Fan was also an independent non-executive director of Culturecom Holdings Limited (stock code: 343) and Space Group Holdings Limited (stock code: 2448).

Mr. Fan is a practicing certified public accountant in Hong Kong with over 18 years of experience. He holds a Bachelor's Degree of Business Administration (Accounting and Finance) from The University of Hong Kong and a Bachelor's Degree in Laws from the University of London. Mr. Fan is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is also a committee member of the tenth to twelfth Chinese People's Political Consultative Conference of the Zhejiang Province, the fourth and fifth Chinese People's Political Consultative Conference of Shenzhen, the tenth to twelfth Vice Chairman of Zhejiang Province United Young Association and a member of the fourteenth National Committee of the Chinese People's Political Consultative Conference.

Mr. Fan has a letter of appointment with the Company, which is for a term of two years commencing from 30 May 2024 with the option to renew for a further term of two year thereafter, and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the amended and restated bye-law of the Company. He has also been appointed as the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He is entitled to receive an annual remuneration of HK\$200,000 for such appointment. The director's remuneration payable to Mr. Fan was determined with reference to his duties and responsibilities with the Company and the industry and market conditions.

Each of Mr. Kwok Ying Shing and Mr. Choi Karson Ka Tsan has entered into a service contract with the Group which is continuous unless terminated by not less than three months' notice in writing served by either party and is subject to retirement and re-election by rotation at the annual general meeting of the Company in accordance with the Bye-laws. The total amount of the directors' remuneration for the financial year ended 31 December 2024 received by each of Mr. Kwok Ying Shing and Mr. Choi Karson Ka Tsan who will stand for re-election at the AGM are set out in note 8 to the financial statements on page 133 of the Company's annual report 2024. The directors' remuneration are determined having regard to their duties in the Group and the industry and market conditions. Each of them is entitled to a discretionary bonus determined at the discretion of the Board with reference to their performance and the performance of the Group.

Save as disclosed above, as at the Latest Practicable Date, none of the retiring Directors:

- (i) held any position in the Company or other members of the Group;
- (ii) held any directorship in any public companies the securities of which are listed in Hong Kong or overseas in the last three years;
- (iii) was interested in and/or holds any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); or
- (iv) was connected and has any relationship with any Directors, senior management of the Company or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed above, there is no other information that is required to be disclosed regarding the retiring Directors pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter concerning the retiring Directors which needs to be brought to the attention of the Shareholders.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares is 880,543,017 Shares.

On the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 88,054,301 Shares. The Shares proposed to be repurchased must be fully paid-up.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares made under the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The Bermuda Companies Act 1981 (as amended) provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company 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 have traded on the Stock Exchange during each of the previous 12 months were as follows:

|   | Price per Share        |                       |
|---|------------------------|-----------------------|
|   | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2024</b>   |                        |                       |
| April   | 0.350                  | 0.275                 |
| May   | 0.320                  | 0.285                 |
| June  | 0.320                  | 0.270                 |
| July  | 0.290                  | 0.244                 |
| August  | 0.300                  | 0.210                 |
| September   | 0.231                  | 0.185                 |
| October   | 0.295                  | 0.195                 |
| November  | 0.240                  | 0.205                 |
| December  | 0.235                  | 0.192                 |
| <b>2025</b>   |                        |                       |
| January   | 0.218                  | 0.195                 |
| February  | 0.215                  | 0.193                 |
| March   | 0.255                  | 0.206                 |
| April (up to and including the Latest Practicable Date) | 0.222                  | 0.198                 |

#### 5. TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Choi Karson Ka Tsan, Co-Chairman of the Company, and Ms. Kwok Hiu Ting, Vice-chairman and Co-Chief Executive Officer of the Company, beneficially own 125,000,000 Shares respectively, representing approximately 14.20% of the total number of issued Shares. The Directors are not aware of any obligation to make a mandatory offer under the Takeovers Code.

**6. GENERAL**

None of the Directors, to the best of their knowledge, having made all reasonable enquiries, nor any of their respective close associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda. In addition, the Company has confirmed that neither the explanatory statement as set out in this appendix nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

**7. SHARE PURCHASES MADE BY THE COMPANY**

The Company did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

| Bye-law | Before the Proposed Amendments  | After the Proposed Amendments  |
|---------|---|--|
| 1.      | —   | <p><u>“address” for the purposes of these Bye-laws, “address” includes an electronic address unless the Act or the rules of the Designated Stock Exchange require a postal address.</u></p> <p>...</p>   |
|         | <p>“Notice” written notice unless otherwise specifically stated and as further defined in these Bye-laws.</p>   | <p>“Notice” written notice unless otherwise specifically stated <u>in these Bye-laws and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Bye-laws or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form and as further defined in these Bye-laws.</u></p> |
| 2.      | <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p> | <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including <u>electronic writing or display (such as digital documents or electronic communication)</u> <del>where the representation takes the form of electronic display</del>, provided that both the mode of service of the relevant document or <u>N</u>notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p>  |

| Bye-law | Before the Proposed Amendments   | After the Proposed Amendments  |
|---------|--|--|
| 2.      | —  | ...  |
|         | (l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not. | (l) references to a document ( <u>including, without limitation, a resolution in writing</u> ) being <u>signed or being</u> executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a <u>N</u> notice or document include a <u>N</u> notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;  |
|         | —  | (m) <u>a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64;</u> |



## Bye-law Before the Proposed Amendments

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## After the Proposed Amendments

(n) references to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

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(o) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;

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(p) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies; and

## Bye-law Before the Proposed Amendments

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3. (2) Subject to the Act, the Company's memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.

## After the Proposed Amendments

(q) any reference to the term “place” within these Bye-laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery or receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.

- (2) Subject to the Act, the Company's memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, ~~any power of the Company~~ shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, and such power shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. Furthermore, the holding of treasury shares by the Company shall at all times comply with any restrictions or requirements imposed by the Listing Rules and/or the rules of any competent regulatory authority.

## Bye-law Before the Proposed Amendments

## After the Proposed Amendments

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|-----|-----|--|-----|---|
| 10. | (a) | the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and | (a) | the necessary quorum ( <del>including other than</del> at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class <del>and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</del> |
| 17. | (2) | Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Bye-laws, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.  | (2) | Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of <u>N</u> otices and, subject to the provisions of these Bye-laws, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.   |

## Bye-law Before the Proposed Amendments

56. Subject to the Act, an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.

## After the Proposed Amendments

Subject to the Act, an annual general meeting of the Company shall be held ~~for~~ each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means, using~~by means of~~ such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other ~~simultaneously and instantaneously~~, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the procedures for convening and conducting a general meeting set out in these Bye-laws shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any such ruling, determination, or decision made by the chairman of the meeting shall be final, conclusive, and binding on the Company and all Members.

## Bye-law Before the Proposed Amendments

59. (2) The Notice shall specify the time and place of the meeting, (to the extent that there is a physical place of the meeting) and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.

## After the Proposed Amendments

- (2) The Notice shall specify the time ~~and place~~ of the meeting, the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate. It shall also include (to the extent that there is a physical place of the meeting) ~~and~~ particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors. For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.

**Bye-law      Before the Proposed Amendments**

64. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

**After the Proposed Amendments**

Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the  
~~The chairman may (without, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place (where applicable) as the meeting shall determine,~~  
 but no business shall be transacted at any adjourned meeting or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

## Bye-law Before the Proposed Amendments

## After the Proposed Amendments

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

**Bye-law Before the Proposed Amendments****After the Proposed Amendments**

76. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by~~in writing under the hand of~~ the appointor or ~~of his~~ attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed under the hand of~~by~~ an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

81. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.

(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.



**Bye-law Before the Proposed Amendments**

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at this address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

**After the Proposed Amendments**

Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at this address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

## Bye-law Before the Proposed Amendments

## After the Proposed Amendments

151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company's computer network ~~or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~

158. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the

(1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be served, given, issued or delivered by the following means:

(a) by serving it personally on the relevant persons;

## Bye-law Before the Proposed Amendments

Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.

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## After the Proposed Amendments

(b) ~~Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.~~

(c) by delivering or leaving it at such address as aforesaid;

## Bye-law Before the Proposed Amendments

## After the Proposed Amendments

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| —   | (d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Listing Rules;</u>   |
| —   | (e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</u>                         |
| —   | (f) <u>by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;</u>   |
| —   | (g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u> |
| In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. | (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.     |
| —   | (3) <u>Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.</u>            |

## Bye-law Before the Proposed Amendments

## After the Proposed Amendments

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| —   | (4) <u>Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.</u>  |
| 159. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; | (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A <u>Notice, document or publication</u> placed on <u>either the Company's website or the website of the Designated Stock Exchange is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules to a Member on the day following that on which a notice of availability is deemed served on the Member;</u> |
| —   | ...  |
| (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.   | (d) <u>if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears</u> <del>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</del>  |

## Bye-law Before the Proposed Amendments

## After the Proposed Amendments

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| 160. | <p>(1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p> | <p>(1) Any Notice or other document delivered or sent <del>in any manner permitted by</del> <u>by post to or left at the registered address of any Member in pursuance of</u> these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <del>an</del> <u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p> |
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**Bye-law      Before the Proposed Amendments**

161. For the purposes of these Bye-laws, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.

**After the Proposed Amendments**

For the purposes of these Bye-laws, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made in electronic formelectronically.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SING TAO NEWS CORPORATION LIMITED

星島新聞集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1105)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sing Tao News Corporation Limited (“**Company**”) will be held at the Conference Room, 7/F, Sing Tao News Corporation Building, 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 16 May 2025 at 3:30 p.m. (“**Meeting**”) for the following purposes:

1. To receive, consider and approve the audited financial statements and the reports of the directors and independent auditor for the year ended 31 December 2024.
2. (a) To re-elect Mr. Kwok Ying Shing as director of the Company.  
  
(b) To re-elect Mr. Choi Karson Ka Tsan as director of the Company.  
  
(c) To re-elect Mr. Fan Chun Wah Andrew as director of the Company.
3. To authorise the board of directors of the Company (“**Board**”) to fix the directors’ remuneration.
4. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrants or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) any scrip dividends or similar arrangement in accordance with the bye-laws of the Company as amended from time to time; or (iii) any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the employees of the Company or its subsidiaries of shares or rights to subscribe for shares of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iv) any rights of subscription or conversion under any existing convertible bonds, debentures or notes of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution; 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:

- (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 law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) 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 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 (“**Listing Rules**”) as from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased, or agreed conditionally or unconditionally to be repurchased, by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set out in item 5(c) above.”

7. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions set out in items 5 and 6 above, the total number of shares of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution set out in item 6 shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company under the authority granted pursuant to the resolution set out in item 5.”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider and if thought fit, pass the following resolution (with or without modification) as a special resolution of the Company:

“**THAT** the amendments to the existing bye-laws of the Company (the “**Existing Bye-laws**”) set out in Appendix III to the circular of the Company dated 23 April 2025 (the “**Proposed Amendments**”) be and are hereby approved, and the Existing Bye-laws, as amended by the Proposed Amendments (the “**New Bye-laws**”), a copy of which has been produced to the Meeting marked “A” and for identification purpose signed by the chairman of the Meeting, be and is hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws, and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board  
**Sing Tao News Corporation Limited**  
**Kwok Ying Shing/Choi Karson Ka Tsan**  
*Co-Chairman*

Hong Kong, 23 April 2025

*Notes:*

1. A member entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one (or if he/she holds two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In case of joint holders, if more than one of the joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
3. In case of a corporation, the proxy form must be under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
4. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. For the purpose of determining members who are qualified for attending and voting at the Meeting, the register of members of the Company will be closed from Tuesday, 13 May 2025 to Friday, 16 May 2025, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 May 2025.
6. Detailed information on certain businesses to be transacted at the Meeting is set out in the circular to be sent to the shareholders of the Company.
7. All resolutions set out in this notice will be decided by poll at the Meeting in accordance with the requirements of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. If a Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at or at any time after 1:00 p.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on both websites of the Company ([www.singtaonewscorp.com](http://www.singtaonewscorp.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the members of the Company of the date, time and venue of the postponed meeting.

The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition and if they do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises: (1) executive directors: Mr. KWOK Ying Shing (Co-Chairman), Mr. CHOI Karson Ka Tsan (Co-Chairman), Ms. KWOK Hiu Ting (Vice-chairman and Co-Chief Executive Officer), Mr. CAI Jin (Co-Chief Executive Officer); and (2) independent non-executive directors: Mr. WU Ting Yuk, Anthony, Ms. HAN Yonghong and Mr. Fan Chun Wah Andrew.*