



## 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 SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting ("**SGM**") of Media Chinese International Limited ("**Company**") will be held at (i) Sin Chew Media Corporation Berhad, Cultural Hall, No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15<sup>th</sup> Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 19 October 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

#### SPECIAL RESOLUTION

**"THAT**, subject to and conditional upon compliance with Section 46(2) of the Companies Act 1981 of Bermuda, and with effect from the date of the passing of this resolution:

- (i) the amount of HKD1,704,415,000 standing to the credit of the share premium account of the Company be cancelled ("**Capital Reduction**");
- (ii) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company;
- (iii) the directors of the Company ("**Directors**") be and are hereby authorised to utilize and apply such contributed surplus in such manner as may be permitted by the bye-laws of the Company including, without limitation, the payment of distributions to shareholders from time to time; and
- (iv) the Directors be and are hereby authorised to take all steps and do all such acts and matters as they may consider necessary or expedient to give effect to the Capital Reduction with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the aforesaid Capital Reduction and to assent to any conditions, modifications, variations and/or amendments relating to the Capital Reduction as may be required by the relevant regulatory authorities and to do all such things as they may consider necessary or expedient to give effect to the Capital Reduction."

#### ORDINARY RESOLUTION

**"THAT**, subject to the approval of the special resolution above, a distribution of HKD1.01 per ordinary share in the capital of the Company payable to all entitled shareholders whose names appear on the Company's register of members and/or record of depositors on a date to be determined by the Directors in accordance with the bye-laws of the Company be and is hereby approved ("**Distribution**"). Shareholders whose names appear on the Hong Kong branch register of members shall receive the Distribution in Hong Kong dollars. Shareholders whose names appear on the record of depositors in Malaysia shall receive the Distribution in Ringgit Malaysia and sen ("**RM**") at RM0.41 per ordinary share;

**AND THAT** the Directors be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to implement and/or give full effect to the aforesaid Distribution."

By Order of the Board  
**MEDIA CHINESE INTERNATIONAL LIMITED**  
**LAW Yuk Kuen**  
**TONG Siew Kheng**  
Joint Company Secretaries

25 September 2012

#### Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one proxy or proxies to attend and vote instead of him. When a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. In case of a vote taken by a show of hands, the first named proxy shall vote on your behalf. A proxy may but need not be a member of the Company, but must attend the meeting in person to represent you.
2. A member of the Company who is an authorised nominee as defined under the Malaysian Securities Industry (Central Depositories) Act 1991 may appoint at least one (1) proxy (but not more than two proxies) in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. In respect of the members in Malaysia, only members registered in the record of depositors of the Company as at 12 October 2012 shall be eligible to attend the meeting or appoint proxy or proxies to attend and vote on their behalf.
4. To be valid, the Form of Proxy, 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 Malaysia share registrar office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia; or (ii) the Hong Kong head office and principal place of business at 15<sup>th</sup> Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time stipulated for holding the meeting or any adjournment thereof.