



ANALYSIS OF SHAREHOLDINGS

As at 1 AUGUST 2006

Authorised Share Capital : RM250,000,000.00 divided into 500,000,000 ordinary shares of RM0.50 each.
 Issued and Paid-Up Capital : RM151,000,000.00
 Class of shares : Ordinary shares of RM0.50 each
 Voting rights : One vote per ordinary share

Analysis By Size of Shareholdings As At 1 August 2006

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
Less than 100	4	0.07	150	0.00
100 – 1,000	3,647	61.54	3,369,750	1.12
1,001 – 10,000	1,969	33.23	6,845,100	2.27
10,001 – 100,000	212	3.58	6,041,300	2.00
100,001 to less than 5% of issued shares	90	1.52	100,259,300	33.20
5% and above of issued shares	4	0.07	185,484,400	61.42
Total	5,926	100.00	302,000,000	100.00

Thirty (30) largest securities account holders as per record of depositors as at 1 August 2006

No.	Names	No. of shares	%
1	Tiong Toh Siong Holdings Sdn Bhd	94,833,600	31.40
2	Zaman Pemimpin Sdn Bhd	45,842,000	15.18
3	Tan Sri Datuk Diong Hiew King @ Tiong Hiew King	25,392,600	8.41
4	Teck Sing Lik Enterprise Sdn Bhd	19,416,200	6.43
5	Persada Jaya Sdn Bhd	12,096,800	4.01
6	Lembaga Tabung Haji	10,538,100	3.49
7	Lembaga Tabung Angkatan Tentera	8,179,000	2.71
8	Rimbunan Hijau (Sarawak) Sdn Bhd	4,618,300	1.53
9	Insan Anggun Sdn Bhd	3,486,000	1.15
10	Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Datuk Tiong Thai King</i>	3,461,500	1.15
11	Mayban Securities Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Dr. Tiong Ik King (39B)</i>	2,796,000	0.93
12	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Great Eastern Life Assurance (Malaysia) Berhad (Non Par 1)</i>	2,674,000	0.89
13	Mayban Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Tiong Kiong King (868AW3666)</i>	2,487,400	0.82
14	AM Nominees (Tempatan) Sdn Bhd <i>Employees Provident Fund Board (A/C1)</i>	2,101,000	0.70
15	Suria Kilat Sdn Bhd	2,050,400	0.68
16	AMMB Nominees (Tempatan) Sdn Bhd <i>AmTrustee Berhad for SBB Dana Al-Ihsan (5-2-7)</i>	2,037,800	0.67
17	CitiGroup Nominees (Tempatan) Sdn Bhd <i>Exempt An for Prudential Assurance Malaysia Berhad</i>	2,022,300	0.67



ANALYSIS OF SHAREHOLDINGS *(cont'd)*

As at 1 AUGUST 2006

Thirty (30) largest securities account holders as per record of depositors *(cont'd)*

No.	Names	No. of shares	%
18	Rimbunan Hijau Southeast Asia Sdn Bhd	1,941,700	0.64
19	Asanas Sdn Bhd	1,876,300	0.62
20	Amanah Raya Nominees (Tempatan) Sdn Bhd <i>Public SmallCap Fund</i>	1,824,800	0.60
21	Tiong Chiong Ong	1,798,000	0.60
22	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Great Eastern Life Assurance (Malaysia) Berhad (Par 1)</i>	1,495,300	0.50
23	Universal Trustee (Malaysia) Berhad <i>SBB Emerging Companies Growth Fund</i>	1,410,200	0.47
24	Cartaban Nominees (Asing) Sdn Bhd <i>State Street Australia Fund AJY2 For Lianhe Investments Pte Ltd</i>	1,391,600	0.46
25	Asia Life (M) Berhad <i>As Beneficial Owner (PF)</i>	1,211,500	0.40
26	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Great Eastern Life Assurance (Malaysia) Berhad (LGF)</i>	1,139,900	0.38
27	Ke-Zan Nominees (Asing) Sdn Bhd <i>Kim Eng Securities Pte Ltd for Exquisite Holdings Limited</i>	1,118,000	0.37
28	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Overseas Assurance Corporation (Malaysia) Berhad (MGF)</i>	984,600	0.33
29	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tiong Chiong Hee</i>	918,000	0.30
30	Am Nominees (Tempatan) Sdn Bhd <i>Pertubuhan Keselamatan Sosial</i>	902,500	0.30



**Directors' Direct And Indirect Interest In The Company
As At 1 August 2006**

Name	No. of shares held (Direct Interest)	% of Issued Capital	No. of shares Held (Indirect Interest)	% of Issued Capital
Tan Sri Datuk Diong Hiew King @ Tiong Hiew King	25,392,600	8.41	121,328,300 ⁽¹⁾	40.17
Dr. Tiong Ik King	2,796,000	0.93	-	-
Dato' Liew Kam Chean @ Liew Chen Chuan	810,000	0.27	-	-
Siew Nyoke Chow	720,000	0.24	-	-
Ng Chek Yong	20,000	0.01	-	-

**Substantial Shareholders As Per Register of Substantial Shareholders
As at 1 August 2006**

Name	Direct interest	No. of shares		% of Issued Capital
		% of Issued Capital	Deemed interest	
Tiong Toh Siong Holdings Sdn Bhd	94,833,600	31.40	-	-
Zaman Pemimpin Sdn Bhd	45,842,000	15.18	-	-
Tan Sri Datuk Diong Hiew King @ Tiong Hiew King	25,392,000	8.41	121,328,300 ⁽¹⁾	40.17
Teck Sing Lik Enterprise Sdn Bhd	19,416,200	6.43	101,912,100 ⁽²⁾	33.75

Notes :

- ⁽¹⁾ Deemed interested by virtue of his interests in Teck Sing Lik Enterprise Sdn Bhd, Tiong Toh Siong Holdings Sdn Bhd, Rimbunan Hijau (Sarawak) Sdn Bhd, Rimbunan Hijau Southeast Asia Sdn Bhd and Tiong Toh Siong Enterprises Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.
- ⁽²⁾ Deemed interested by virtue of its interest in Tiong Toh Siong Holdings Sdn Bhd, Rimbunan Southeast Asia Sdn Bhd, Rimbunan Hijau (Sarawak) Sdn Bhd and Tiong Toh Siong Enterprises Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.



LIST OF PROPERTIES

Location	Tenure	Size (Sq ft)	Description	Approximate age of buildings	Net book value	Year of acquisition
SELANGOR						
No. 76, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan.	Leasehold Expiry: 2063	189,240	Office and printing plant.	16 years for office block and 1 year for the printing plant	54,053,227	23/4/01
No. 19, Jalan Sungai Keladi 2, 42000 Port Klang, Selangor Darul Ehsan.	Leasehold Expiry: 2031	2,000	Office	9 years	161,690	20/11/02
A4-12-20, Leisure Commerce Square, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan.	Leasehold Expiry: 2091	818	Office	6 years	207,862	07/09/99
A4-12-21, Leisure Commerce Square, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan.	Leasehold Expiry: 2091	818	Office	6 years	207,862	07/09/99
PENANG						
No. 2771, Mukim 1, Jalan Jelawat, Seberang Jaya Industrial Estate, 13700 Perai	Leasehold Expiry: 2058	131,136	Office and printing plant	12 years	2,649,398	26/3/98
Lot 1691, Seksyen 12 Bandar Georgetown Pulau Pinang	Freehold	15,736	Office	43 years	3,818,532	2/1/2004



Location	Tenure	Size (Sq ft)	Description	Approximate age of buildings	Net book value	Year of acquisition
JOHOR						
No. 19, Jalan Angkasa Mas 5, Kawasan Perindustrian Tebrau II, 81100 Johor Bahru, Johor Darul Takzim	Leasehold Expiry: 2053	79,715	Printing Plant and warehouse	8 years	4,278,851	26/3/98
No. 12, Jalan Maju, Taman Maju Jaya, 80400 Johor Bahru, Johor Darul Takzim	Freehold	2,090	Office	27 years	385,000	26/3/98
SARAWAK						
Lot 02123, Section 66, Lorong 3, Jalan Semangat, Pending, Kuching, Sarawak	Leasehold Expiry: 2047	217,172	Office and printing plant	9 years	6,459,647	1/11/96
Lot 1865, Section 19, Seduan Land District, Upper Lanang Road, Sibul, Sarawak	Leasehold Expiry: 2063	92,549	Office, printing plant and warehouse	6 years	4,469,705	14/1/04

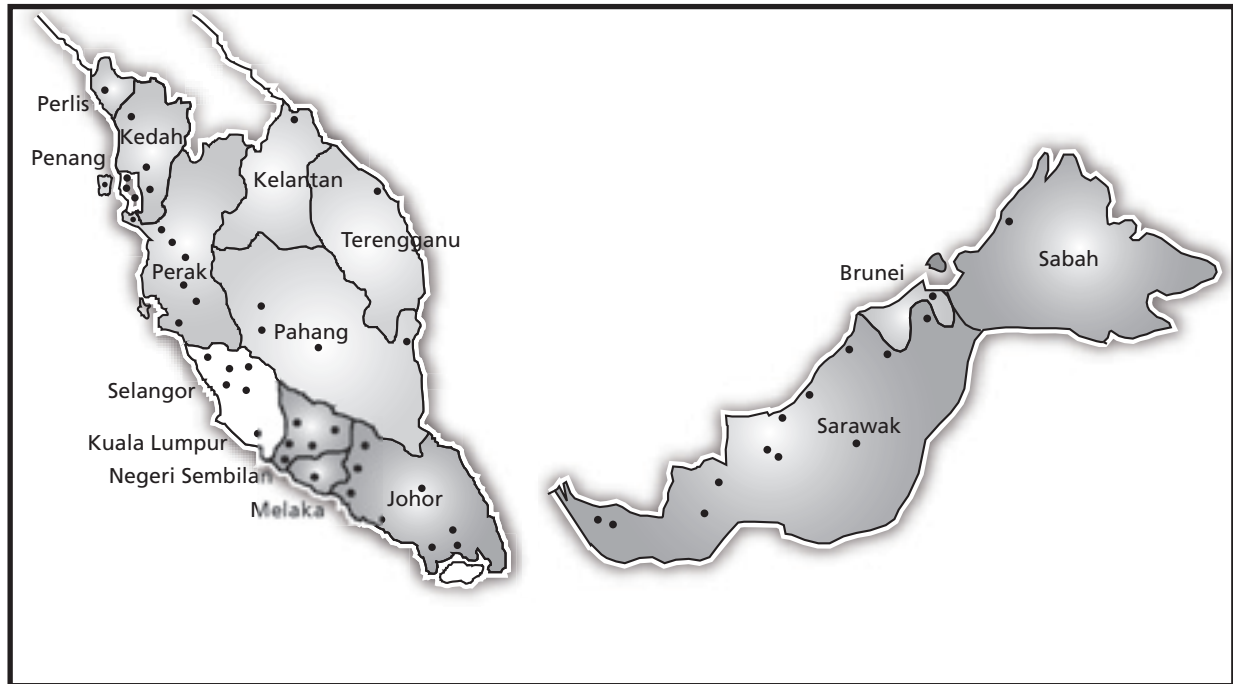


LIST OF PROPERTIES *(cont'd)*

Location	Tenure	Size (Sq ft)	Description	Approximate age of buildings	Net book value	Year of acquisition
SABAH						
No. 3, Lorong Kilang F, Kolombong, 88450 Kota Kinabalu, Sabah	Leasehold Expiry: 2920	60,113	Office	8 years	4,250,000	2/6/2003
PAHANG						
No. 38, Jalan Haji Abdul Aziz, 25000 Kuantan, Pahang Darul Makmur	Freehold	1,600	Office	27 years	202,125	26/3/98
MALACCA						
109, Taman Melaka Raya, Jalan Merdeka, 75000 Melaka	Leasehold Expiry: 2075	1,600	Office	27 years	192,500	26/3/98



CORPORATE DIRECTORY



HEAD OFFICE

Sin Chew Media Corporation Berhad
19, Jalan Semangat,
46200 Petaling Jaya, Selangor Darul Ehsan
Tel : (03) 7965 8888

Guang-Ming Ribao Sdn Bhd
Central Region :
19, Jalan Semangat,
46200 Petaling Jaya, Selangor Darul Ehsan
Tel : (03) 7965 8888

Northern Region (Main) :
67, Jalan Macalister, 10400 Georgetown, Pulau Pinang.
Tel : (04) 222 6688



CORPORATE DIRECTORY *(cont'd)*

BRANCH OFFICES

KUALA LUMPUR

152, Jalan Petaling, 50000 Kuala Lumpur.
Tel : (03) 2070 4526

SELANGOR

Klang

16, Lorong Gudang Nanas 2,
41400 Klang, Selangor.
Tel : (03) 3343 3833

Kajang

41A, Jalan Mandaling,
43000 Kajang, Selangor.
Tel : (03) 8737 8577

Putrajaya

P01-U09, Danau Point,
No. 5, Jalan P16, Presint 16,
62150 Putrajaya, Selangor.
Tel : (03) 8888 9417 / 8888 9460

NEGERI SEMBILAN

Seremban

12, Jalan Dr. Krishnan,
70000 Seremban, Negeri Sembilan.
Tel : (06) 761 9800 / 761 9822 /
761 9844 / 761 9866

Bahau

55-B, Tingkat 1, Jalan Besar,
72100 Bahau, Negeri Sembilan.
Tel : (06) 454 2581

Port Dickson

473 (1st Floor), Jalan Bahru,
71000 Port Dickson, Negeri Sembilan.
Tel : (06) 647 7303

Kuala Pilah

21A, (Atas), Perhentian Bas Baru,
72000 Kuala Pilah, Negeri Sembilan.
Tel : (012) 670 3896

Nilai

4775A, Jalan TS 1/19, Taman Semarak,
71800 Nilai, Negeri Sembilan.
Tel : (06) 799 6100

MELAKA

Melaka

109, Melaka Raya, 75000 Melaka.
Tel : (06) 284 5088 / 284 5091

PERAK

Ipoh

93, Jalan Leong Sin Nam,
30300 Ipoh, Perak.
Tel : (05) 255 0995 / 241 1877

Taiping

77, Jalan Berek, 34000 Taiping, Perak.
Tel : (05) 808 2530

Manjung

12(A), Tingkat Atas, Taman Anson,
32000 Sitiawan, Perak.
Tel : (05) 691 0622

Kampar

31A, 1st Floor, Jalan Pejabat Pos,
31900 Kampar, Perak.
Tel : (05) 465 1631

Teluk Intan

3, Tingkat 1, Medan Sri Intan,
Jalan Sekolah, 36000 Teluk Intan, Perak.
Tel : (05) 621 4988 / 622 8513

Parit Buntar

3A, Jalan Keli, Taman Seri Tenggara,
34200 Parit Buntar, Perak.
Tel : (05) 716 4877

Kuala Kangsar

32, Jalan Daeng Selili,
33000 Kuala Kangsar, Perak.
Tel : (05) 776 3327



BRANCH OFFICES (cont'd)

JOHOR

Johor Bahru

12, Jalan Maju, Taman Maju Jaya,
80400 Johor Bahru, Johor.
Tel : (07) 333 1904

Kluang

240, Jalan Mersing, Taman Kurnia,
86000 Kluang, Johor.
Tel : (07) 772 3864 / 771 3528

Batu Pahat

No. 8, Jalan Putri,
83000 Batu Pahat, Johor.
Tel : (07) 431 7522 / 431 5055

Segamat

24, 1st Floor, Jalan Ibrahim,
85000 Segamat, Johor.
Tel : (07) 931 2175 / 932 1886

Kulai

58A, Jalan Anggerik,
Taman Kulai Utama, 81000 Kulai, Johor.
Tel : (07) 662 4396

Pontian

6-1, Jalan Delima 1, Pusat Perdagangan Pontian,
82000 Pontian, Johor.
Tel : (07) 688 1766 / 688 3754

Muar

4567, Jalan Salleh, 84000 Muar, Johor.
Tel : (06) 951 4888 / 951 2863

Tangkak

LC 290, 1st Floor, Room 101,
Jalan Muar, 84900 Tangkak, Johor.
Tel : (06) 978 1168

PULAU PINANG

Penang

67, Jalan Macalister,
10400 Georgetown, Pulau Pinang.
Tel : (04) 222 6666

Butterworth

15, Jalan Mewah 1, Off Jalan Sg. Nyior,
12100 Butterworth, Pulau Pinang.
Tel : (04) 323 1979

Bukit Mertajam

7, 1st Floor, Tingkat Ciku 5, Taman Ciku,
14000 Bukit Mertajam, Pulau Pinang.
Tel : (04) 539 8223

Seberang Perai Selatan

1430, Tingkat Atas, MK 12,
Jalan Besar, 14200 Sg. Bakap,
Seberang Perai Selatan, Pulau Pinang.
Tel : (04) 582 1949

KEDAH

Alor Setar

1025, 1st Floor, Jalan Berjaya 3,
Seberang Jalan Putra,
05150 Alor Setar, Kedah.
Tel : (04) 731 8767 / 733 6611

Sungai Petani

6, Jalan Mawar 2,
Taman Pekan Baru,
08000 Sungai Petani, Kedah.
Tel : (04) 422 2078

Kulim

38, Tingkat 1, Lorong Suria 1,
Jalan Bayu, 09000 Kulim, Kedah.
Tel : (04) 490 6528

PERLIS

Kangar

30, Tingkat 1, Jalan Jubli Perak,
01000 Kangar, Perlis.
Tel : (04) 977 3216

PAHANG

Kuantan

38, Jalan Haji Abdul Aziz,
25000 Kuantan, Pahang.
Tel : (09) 517 9748 / 517 9711



CORPORATE DIRECTORY *(cont'd)*

BRANCH OFFICES *(cont'd)*

Mentakab

12, Jalan Bunga Raya,
28400 Mentakab, Pahang.
Tel : (09) 277 1518

Raub

63, Tingkat 1, Jalan Tun Razak,
27600 Raub, Pahang.
Tel : (09) 355 6973

Bentong

47, Jalan Chui Yin,
28700 Bentong, Pahang.
Tel : (09) 223 2701

KELANTAN

Kota Bahru

5605-E, Tingkat Satu,
Jalan Wakaf Mek Zainab,
Taman Bahagia,
15300 Kota Bahru, Kelantan.
Tel : (09) 744 5593 / 744 8297

TERENGGANU

Kuala Terengganu

59-F, Mezz Floor, Jalan Tok Lam,
20100 Kuala Terengganu, Terengganu.
Tel : (09) 622 4419

SARAWAK

Kuching (Factory)

Lot 2123, Section 66,
Lorong Semangat 3, Jalan Semangat,
Bintawa Industrial Estate,
93450 Kuching, Sarawak.
Tel : (082) 343 818

Kuching Town

No.29, Block F, Ground Floor,
Taman Sri Sarawak Mall, Jalan Padungan,
93100 Kuching, Sarawak.
Tel : (082) 413 661

Miri

Lot 804, Block 4 MCLD,
Jalan Cattleya 3, Piasau Industrial Estate,
98000 Miri, Sarawak.
Tel : (085) 660 098

Bintulu

Lot 235-236, Kemena Commercial Centre,
Jalan Tanjung Batu,
97000 Bintulu, Sarawak.
Tel : (086) 316 770

Sri Aman

89A, 1st Floor, Club Road,
95000 Sri Aman, Sarawak.
Tel : (083) 324 081

Sarikei

No.1, Jalan Jubli Mutiara,
96100 Sarikei, Sarawak.
P.O.Box 387, 96108 Sarikei, Sarawak.
Tel : (084) 658 515

Sibu (Factory)

Lot 1865, Block 19,
Seduan Land District,
Upper Lanang Road,
96000 Sibu, Sarawak.
Tel : (084) 217 799

Sibu (Town Office)

No.29, Ground Floor, (Adv)
Jalan Kampung Nyabor,
96000 Sibu, Sarawak.
Tel : (084) 337 798

Kapit

No.65, 1st Floor,
Jalan Tiong Ung Hong,
P.O.Box 89, 96807 Kapit, Sarawak.
Tel : (084) 799 499



BRANCH OFFICES (cont'd)

Bintangor

No.16, Tingkat 1, Jalan Mahkamah,
96507 Bintangor, Sarawak.
Tel : (084) 695 034

Mukah

4B, Lorong 1, Jalan Pinang,
96400 Mukah, Sarawak.
Tel : (084) 872 836

Marudi

69A, Jalan Kapitan Lim Ching Kiat,
98050 Marudi, Sarawak.
Tel : (085) 755 922

Limbang

1st Floor (Room 3),
Limbang Chamber of Commerce Building,
98700 Limbang, Sarawak.
Tel : (085) 211 749

SABAH

Kota Kinabalu

HSE 129, Lot 1097, Sunny Garden,
1 1/2 Mile Tuaran Road,
88300 Kota Kinabalu.
Tel : (088) 262 362

BRUNEI

No.5, 2nd Floor, Bangunan Q-Lap,
Simpang 88, Jalan Kiulap BE1518,
Bandar Seri Begawan,
Brunei Darussalam.
Tel : (0802) 238 722



NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of Sin Chew Media Corporation Berhad will be held at Ballroom 1, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 21 September 2006 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 2006 together with the Directors' and Auditors' Reports thereon. | Resolution 1 |
| 2. To approve the payment of Directors' fees in respect of the financial year ended 31 March 2006. | Resolution 2 |
| 3. To declare a First and Final Tax Exempt Dividend of 8.5 sen per share in respect of the financial year ended 31 March 2006 as recommended by the Directors. | Resolution 3 |
| 4. To re-elect the following Directors who retire pursuant to Article 95 of the Company's Articles of Association:

i. Dr. Tiong Ik King
ii. Siew Nyoke Chow | Resolution 4
Resolution 5 |
| 5. To re-elect Ng Chek Yong as Director who retires pursuant to Article 98 of the Company's Articles of Association. | Resolution 6 |
| 6. To consider and if thought fit, to pass the following resolution to re-appoint Tan Sri Datuk Diong Hiew King @ Tiong Hiew King as a Director of the Company who is retiring pursuant to Section 129 of the Companies Act, 1965:

"THAT pursuant to Section 129(2) of the Companies Act, 1965, Tan Sri Datuk Diong Hiew King @ Tiong Hiew King, be and is hereby re-appointed as a Director of the Company and to hold office until the next Annual General Meeting." | Resolution 7 |
| 7. To consider and if thought fit, to pass the following resolution to re-appoint Datuk Patinggi Tan Sri Dr. Wong Soon Kai as a Director of the Company who is retiring pursuant to Section 129 of the Companies Act, 1965:

"THAT pursuant to Section 129(2) of the Companies Act, 1965, Datuk Patinggi Tan Sri Dr. Wong Soon Kai, be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." | Resolution 8 |
| 8. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 9 |



AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions:

9. ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATES")

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 28 August 2006, subject further to the following:-

- (i) the transactions are necessary for the day to day operations of 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
- (ii) 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 AGM of the Company following the AGM at which the Proposed Shareholders' Mandates were passed, at which time the Proposed Shareholders' Mandate will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in 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."

Resolution 10



NOTICE OF 23RD ANNUAL GENERAL MEETING *(cont'd)*

10. ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 11

11. SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

- i) "THAT the existing Article 124 be deleted in its entirety and be replaced with the following new Article 124 :-

Resolution 12

Existing Article 124

Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the Member as appears in the Register of Members or if the Company is Listed, the Record of Depositors requested by the Company from the Central Depository for such purpose. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

New Article 124

Any dividend, interest or other moneys payable in cash in respect of Shares may be paid by cheque or warrant sent through the post to the last registered address of the Member or person entitled thereto or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or other regulatory authorities) to the bank account of the holders whose name appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the Share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant or by such electronic means shall be a good discharge to the Company. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of the bank account(s). Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby."



- ii) "THAT the existing Article 135 be deleted in its entirety and be replaced with the following new Article 135 :-

Resolution 13

Existing Article 135

A copy of the audited accounts and such other statement(s) as may be required by the Act which are to be laid before a general meeting of the Company (including every document required by the Act and/or if applicable, the Listing Requirements to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than 21 (twenty one) days before the date of the meeting, be sent to every Member of and every holder of debentures (if any) of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. This Article shall however not oblige the Company to send a copy of these documents to any person whose name or address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

New Article 135

A copy of the audited accounts and such other statement(s) as may be required by the Act which are to be laid before a general meeting of the Company (including every document required by the Act and/or if applicable, the Listing Requirements to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report, either in printed form or in CD-ROM form or in such other form of electronic media, shall not less than 21 (twenty one) days before the date of the meeting, be sent to every Member of and every holder of debentures (if any) of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. This Article shall however not oblige the Company to send a copy of these documents to any person whose name or address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within 4 (Four) Market Days from the date of receipt of the Member's request"

12. To transact any other business that may be transacted at an Annual General Meeting of which, due notice shall have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.



NOTICE OF 23RD ANNUAL GENERAL MEETING *(cont'd)*

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT, a First and Final Tax Exempt Dividend of 8.5 sen per share in respect of the financial year ended 31 March 2006, if approved at the Twenty-Third Annual General Meeting, will be payable on 15 November 2006 to Depositors registered in the Record of Depositors at the close of business on 31 October 2006.

A Depositor shall qualify for entitlement only in respect of :-

- a) Shares transferred into the depositor's securities account before 4.00 p.m. on 31 October 2006 in respect of ordinary transfers;
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NURULUYUN BINTI ABDUL JABAR
TONG SIEW KHENG
Company Secretaries

Date: 28 August 2006



Notes :

1. *A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.*
2. *When a member appoints more than one proxy (but not more than two), the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*
3. *The instrument appointing a Proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised and in the case of a Corporation, either under the Common Seal or under the hand of an officer or attorney duly authorised.*
4. *The instrument appointing a Proxy must be deposited at the Company's Registered Office at No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.*
5. *Explanatory Notes On Special Business:*
 - (a) *The proposed Ordinary Resolution No. 10, 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 28 August 2006 for more information.*
 - (b) *The proposed Ordinary Resolution No. 11, if passed, will authorise the Directors to issue and allot shares up to 10% 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.*
 - (c) *The proposed Special Resolution No. 12, if passed, will allow the Company to make payment of its dividend to its shareholders by direct credit into the shareholders' accounts or any other form of electronic transfer. The purpose of this amendment is to reduce cost and increase efficiency of the Company.*
 - (d) *The proposed Special Resolution No. 13, if passed, will empower the Company to issue its Annual Report and Audited Financial Statements in CD-ROM form or in such other form of electronic media, if deemed appropriate. If the Annual Report and Audited Financial Statements are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within 4 (Four) Market Days from the date of receipt of the Member's request.*



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The Twenty-Third Annual General Meeting of the Company will be held at Ballroom 1, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 21 September 2006 at 10.00 a.m.

2. **Directors who are standing for re-election at the 23rd Annual General Meeting of the Company**

Pursuant to Article 95 of the Company's Articles of Association are as follows :-

- (a) Dr. Tiong Ik King
- (b) Siew Nyoke Chow

Pursuant to Article 98 of the Company's Articles of Association is as follows:-

- (a) Ng Chek Yong

Pursuant to Section 129 of the Companies Act, 1965 are as follows:-

- (a) Tan Sri Datuk Diong Hiew King @ Tiong Hiew King
- (b) Datuk Patinggi Tan Sri Dr. Wong Soon Kai

The details of the above Directors standing for re-election are set out on pages 6 to 9 of this Annual Report.

Their shareholdings in the Company are set out in the Analysis of Shareholdings which appear on page 85 of this Annual Report.

3. **Board Meetings Held In The Financial Year Ended 31 March 2006**

A total of 5 Board Meetings were held during the financial year ended 31 March 2006. Details of attendance of the Directors are as follows :-

	Total Meeting Attended	Percentage of Attendance
Tan Sri Datuk Diong Hiew King @ Tiong Hiew King	5/5	100%
Dato' Leong Sonny @ Leong Khee Seong	5/5	100%
Dato' Liew Kam Chean @ Liew Chen Chuan	5/5	100%
Datuk Patinggi Tan Sri Dr. Wong Soon Kai	5/5	100%
Dr. Tiong Ik King	5/5	100%
Siew Nyoke Chow	5/5	100%
Sim Sai Hoon	5/5	100%
Temenggong Datuk Kenneth Kanyan Anak Temenggong Koh	5/5	100%
Wong Lee Yun	5/5	100%
Ng Chek Yong (Appointed on 20 July 2006)	Not Applicable	Not Applicable

NUMBER OF SHARES HELD

I/We _____ of _____

being a member/members of Sin Chew Media Corporation Berhad hereby appoint Mr/Ms _____ of _____ or failing him, the Chairman of the Meeting as my/our proxy, to vote for me/us on my/our behalf at the Twenty-Third Annual General Meeting of the Company to be held at Ballroom 1, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 21 September 2006 at 10.00 a.m. and at any adjournment thereof.

My/*Our proxy(ies) is/are to vote as indicated below:

No.	Resolutions	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 31 March 2006 together with the Directors' and Auditors' Reports thereon.		
2.	To approve the payment of Directors' fees in respect of the financial year ended 31 March 2006.		
3.	To declare a First and Final Tax Exempt Dividend of 8.5 sen in respect of the financial year ended 31 March 2006 as recommended by the Directors.		
4.	To re-elect Dr. Tiong Ik King as Director who retires pursuant to Article 95 of the Company's Articles of Association.		
5.	To re-elect Siew Nyoke Chow as Director who retires pursuant to Article 95 of the Company's Articles of Association.		
6.	To re-elect Ng Chek Yong as Director who retires pursuant to Article 98 of the Company's Articles of Association.		
7.	To re-elect Tan Sri Datuk Diong Hiew King @ Tiong Hiew King as Director who retires pursuant to Section 129 of the Companies Act, 1965.		
8.	To re-elect Datuk Patinggi Tan Sri Dr. Wong Soon Kai as Director who retires in accordance with Section 129 of the Companies Act, 1965.		
9.	To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
	SPECIAL BUSINESS		
10.	Proposed Renewal of Shareholders' Mandate for recurrent related party transactions and Proposed New Mandate for additional recurrent related party transactions of a revenue or trading nature.		
11.	Authority to allot shares pursuant to Section 132D of the Companies Act, 1965.		
12.	Proposed Amendment to the Articles of Association of the Company :- "THAT the existing Article 124 be deleted in its entirety and be replaced with new Article 124"		
13.	Proposed Amendment to the Articles of Association of the Company :- "THAT the existing Article 135 be deleted in its entirety and be replaced with new Article 135"		

Please indicate with (X) how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.

Signed this _____ day of _____ 2006

Signature/Common Seal of Shareholder(s)
[*Delete if not applicable]

Notes :

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Act shall not apply.
2. When a member appoints more than one proxy (but not more than two), the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. The instrument appointing a Proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised and in the case of a Corporation, either under the Common Seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a Proxy must be deposited at the Company's Registered Office at No. 19, Jalan Semangat, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.

Stamp

The Company Secretary
SIN CHEW MEDIA CORPORATION BERHAD
(98702-V)
No. 19, Jalan Semangat,
46200 Petaling Jaya, Selangor.

