

# SCMP GROUP

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26 May 2005

Exemption No. 33-51010

The U.S. Securities and Exchange Commission  
Office of International Corporate Finance  
450 Fifth Street, N. W.  
Room 3099  
Mail Shop 3-7, Washington D. C. 20549  
U. S. A.

Attention: Ms Sandra Folsom

Dear Sirs,

**SCMP Group Limited (Exemption No. 33-51010)**

On behalf of SCMP Group Limited (the "Company"), a company listed in Hong Kong, I am furnishing the below listed document pursuant to Rule 12g3-2(b) (iii) under the Securities Exchange Act of 1934:

Announcement on Voting Results at the Annual General Meeting held on 25 May 2005

Yours faithfully,  
For and on behalf of  
SCMP Group Limited

Vera Leung  
Legal Counsel & Company Secretary

Enclosure

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# SCMP Group Limited

SCMP集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 583)

## Voting Results at the Annual General Meeting held on 25 May 2005

At the Annual General Meeting of SCMP Group Limited (the "Company") held on 25 May 2005 (the "AGM"), a poll was demanded by the Chairman for voting on all the proposed resolutions as set out in the Notice of Annual General Meeting dated 21 April 2005.

Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares in the Company was 1,560,945,596, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There is no restriction on any shareholders casting votes on any of the resolutions at the AGM.

The Directors of the Company are pleased to announce that each of the proposed resolutions was duly passed and the voting details are set out as follows:

Resolutions	No. of Votes (%)	
	For	Against
1. To adopt the Audited Financial Statements and the Directors' Report and Auditors' Report for the year ended 31 December 2004. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,268,678,728 (100%)	0 (0%)
2(a). To approve the payment of a final dividend distribution from the contributed surplus account. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,281,982,305 (100%)	0 (0%)
2(b). To approve the payment of a special dividend distribution from the contributed surplus account. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,281,982,305 (100%)	0 (0%)
3(a). To re-elect Mr. Kuok Khoon Ean as executive Director. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,275,259,755 (99.9965%)	44,000 (0.0035%)
3(b). To re-elect Mr. Ronald J. Arculli as independent non-executive Director. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,275,303,755 (100%)	0 (0%)
3(c). To re-elect Tan Sri Dr. Khoo Kay Peng as non-executive Director. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,275,259,755 (99.9965%)	44,000 (0.0035%)
3(d). To re-elect Mr. Robert Ng Chee Siong as non-executive Director. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,275,259,755 (99.9965%)	44,000 (0.0035%)
4. To authorise the Board to fix Directors' fee. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,263,478,060 (99.1430%)	10,921,035 (0.8570%)
5. To re-appoint PricewaterhouseCoopers as Auditors and authorise the Board to fix their remuneration. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,275,304,305 (100%)	0 (0%)
6. To approve the amendments to the Bye-Laws of the Company. As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.	1,274,397,645 (100%)	0 (0%)
7. To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	822,891,913 (64.5709%)	451,507,732 (35.4291%)
8. To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company. As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,275,304,305 (100%)	0 (0%)
9. To extend the general mandate in Resolution (7) to the shares repurchased by the Company under the general mandate in Resolution (8). As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.	1,179,732,095 (92.5716%)	94,667,550 (7.4284%)

As at the date hereof, the Board comprises:

*Executive Directors*

Mr. Kuok Khoon Ean (Chairman) and Ms. Kuok Hui Kwong

*Non-executive Directors*

Mr. Roberto V. Ongpin (Deputy Chairman), Tan Sri Dr. Khoo Kay Peng and Mr. Robert Ng Chee Siong

*Independent Non-executive Directors*

Mr. Ronald J. Arculli, Mr. Peter Lee Ting Chang and Dr. The Hon. David Li Kwok Po

By order of the Board  
Vera Leung  
Company Secretary

# SCMP Group Limited

## SCMP集團有限公司\*

(在百慕達註冊成立之有限公司)

(股份代號: 583)

### 二零零五年五月二十五日舉行之股東週年大會投票表決結果

SCMP集團有限公司(「本公司」)於二零零五年五月二十五日舉行之股東週年大會(「股東週年大會」)上,主席要求就二零零五年四月二十一日股東週年大會通告所載的各項決議案以投票方式進行表決。

本公司於香港之股份登記處,香港中央證券登記有限公司獲委任為股東週年大會點票之監票人。

於股東週年大會舉行當日,本公司已發行股份為1,560,945,596股,此乃股東有權出席股東週年大會並於會上表決贊成或反對決議案的股份總數。並無任何股東於股東週年大會上就提呈之任何決議案進行表決時受任何限制。

本公司董事欣然宣佈所有決議案均獲股東通過,投票表決詳情如下:

決議案	票數(%)	
	贊成	反對
1. 採納截至二零零四年十二月三十一日止年度之經審核財務報告及董事會報告與核數師報告。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,268,678,728 (100%)	0 (0%)
2(a). 通過從繳入盈餘賬中派發末期股息分派。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,281,982,305 (100%)	0 (0%)
2(b). 通過從繳入盈餘賬中派發特別股息分派。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,281,982,305 (100%)	0 (0%)
3(a). 重選郭孔濱先生為執行董事。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,275,259,755 (99.9965%)	44,000 (0.0035%)
3(b). 重選夏佳理先生為獨立非執行董事。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,275,303,755 (100%)	0 (0%)
3(c). 重選邱繼炳博士為非執行董事。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,275,259,755 (99.9965%)	44,000 (0.0035%)
3(d). 重選黃志祥先生為非執行董事。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,275,259,755 (99.9965%)	44,000 (0.0035%)
4. 授權董事會釐訂董事酬金。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,263,478,060 (99.1430%)	10,921,035 (0.8570%)
5. 重新委聘羅兵咸永道會計師事務所為核數師,並授權董事會釐訂其酬金。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,275,304,305 (100%)	0 (0%)
6. 通過修改本公司之公司細則。 該決議案因超過75%票數投票贊成而獲通過為特別決議案。	1,274,397,645 (100%)	0 (0%)
7. 授予董事一般性授權以配發、發行及處理不超過本公司已發行股本20%之額外股份。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	822,891,913 (64.5709%)	451,507,732 (35.4291%)
8. 授予董事一般性授權以購回不超過本公司已發行股本10%之股份。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,275,304,305 (100%)	0 (0%)
9. 擴大第(7)項決議案的一般性授權至按第(8)項決議案的一般性授權購回之股份。 該決議案因超過50%票數投票贊成而獲通過為普通決議案。	1,179,732,095 (92.5716%)	94,667,550 (7.4284%)

於本公佈日期,董事會成員包括:

執行董事

郭孔濱先生(主席)及郭惠光女士

非執行董事

Roberto V. Ongpin先生(副主席)、邱繼炳博士及黃志祥先生

獨立非執行董事

夏佳理先生、利定昌先生及李國寶博士

承董事會命  
公司秘書  
梁慧賢

香港,二零零五年五月二十五日

\* 僅供參考