



NEW TIMES GROUP HOLDINGS LIMITED

新時代集團控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 166)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of New Times Group Holdings Limited (the “Company”) will be held at Unit 2003-06, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Monday, 16 June 2008 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTION

To consider and if thought fit, pass the following resolution as an Ordinary Resolution No. 1:

1. **“THAT:**

- 1.1 the Agreement (as defined in the circular dated 29 May 2008 despatched to the shareholders of the Company (the “Circular”), a copy of which has been produced to the meeting and marked “A”, and initialled by the chairman of the meeting for the purpose of identification) a copy of which has been produced to the meeting and marked “B”, and initialled by the chairman of the meeting for the purpose of identification and the terms thereof be and are hereby approved, confirmed and ratified;
- 1.2 the Disposal (as defined in the Circular) on the terms set out in the Agreement (as defined in the Circular) be and is hereby approved;
- 1.3 all other transactions contemplated under the Agreement (as defined in the Circular) be and are hereby approved; and
- 1.4 any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Agreement (as defined in the Circular) and the transactions contemplated thereunder and, including without limitation, approving any amendment of the terms of the Agreement (as defined in the Circular) as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

By Order of the Board of
New Times Group Holdings Limited
Tse On Kin
Chairman

Hong Kong, 29 May 2008

* *for identification purpose only*

Head office and principal place of business in Hong Kong:
Unit 2003-06 Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one such person may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint holders be 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 such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrars, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.

As at the date of this announcement, the board of directors of the Company comprises eleven directors, of which four are executive directors, namely Mr. Tse On Kin, Mr. Cheng Kam Chiu, Stewart, Mr. Cheng Chi Him and Mr. Li Guoping; four non-executive directors, namely Mr. Pei Cheng Ming, Michael, Mr. Wong Man Kong, Peter, Mr. Tsang Kwong Fook, Andrew and Mr. Chan Chi Yuen; and three independent non-executive directors, namely Mr. Fung Chi Kin, Mr. Qian Zhi Hui and Mr. Chiu Wai On.