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## **NEW ISLAND PRINTING HOLDINGS LIMITED**

**新洲印刷集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company will be held at New Island Printing Centre, 38 Wang Lee Street, Yuen Long Industrial Estate, New Territories, Hong Kong on Friday, the 3rd day of September, 2010 at 12:00 noon for the following purposes:

1. To receive and consider the financial statements and the Report of Directors and the Independent Auditor's Report for the year ended 31st March, 2010.
2. To declare a final dividend for the year ended 31st March, 2010.
3. To re-elect the following retiring Directors and to authorise the Board of Directors to fix the remuneration of Directors:
  - (a) Mrs. FUNG SO Ka Wah, Karen
  - (b) Mr. TING Woo Shou, Kenneth, SBS, JP
  - (c) Mr. SHE Chiu Shun, Ernest
4. To re-appoint Auditor and to authorise the Board of Directors to fix the remuneration of Auditor.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** a general mandate be and is hereby unconditionally given to the Directors of the Company to issue and dispose of new shares of the Company not exceeding twenty per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution until the next annual general meeting of the Company or until this resolution is revoked or varied by an ordinary resolution passed by the shareholders in general meeting of the Company, whichever is the earliest.”

\*For identification purpose only

By Order of the Board  
**New Island Printing Holdings Limited**  
**SINN Wai Kin, Derek**  
Secretary

Hong Kong, 30<sup>th</sup> July, 2010

*Principal Place of Business:*

**New Island Printing Centre**  
**38 Wang Lee Street**  
**Yuen Long Industrial Estate**  
**New Territories**  
**Hong Kong**

*Notes:*

1. *Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member of the Company.*
2. *To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the head office and principal place of business of the Company at New Island Printing Centre, 38 Wang Lee Street, Yuen Long Industrial Estate, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
3. *The register of members of the Company will be closed from Tuesday, 31st August, 2010 to Friday, 3rd September, 2010, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and to determine the identity of the members who are entitled to attend and vote at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Share Registrars, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 30th August, 2010.*
4. *Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the meeting will be taken by poll and the Company will announce results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.*
5. *With regard to item no3 of the this notice, details of retiring Directors proposed for re-election are set out below:*
  - (a) **Mrs. FUNG SO Ka Wah, Karen**, aged 59, is an Executive Director and Chief Executive Officer of the Company, mainly responsible for the strategic planning, overall management and procurement of the Group. Mrs. Fung graduated from the University of Toronto and obtained a post graduate degree from the University of Western Ontario in Canada. She had worked in the banking industry before joining the Group in 1985. Mrs. Fung is a daughter of Madam So Chau Yim Ping, BBS. JP.

Mrs. Fung has not held any other directorship in other listed company in the last three years. Save as disclosed above and as a director in a number of companies of the Company's group, she does not hold any other position with the Company or any other members of the Company's group.

Mrs. Fung is a daughter of Madam So Chau Yim Ping, BBS, JP., the Chairman of the Company and the sister of Mr. So Wah Sum, Conrad, and Mrs. Cheong So Ka Wai, Patsy, Directors of the Company. Mrs. Fung is holding 20% interest in Ka Chau Enterprises (B.V.I.) Limited, a substantial shareholder of the Company. As at the date hereof, she has personal interests in 3,300,000 shares (representing approximately 1.5% of the issued share capital) of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, she does not have any other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mrs. Fung has entered into service agreement with the Company for a period of 2 years from 19<sup>th</sup> May, 2010. She is subject to retirement and re-election provisions in the Bye-laws of the Company pursuant to which she shall retire from office by rotation at the annual general meetings of the Company. She is entitled to director's remuneration and discretionary bonus and benefit to be determined by the Board with reference to her duties and responsibilities in the Company, the Company's performance and prevailing market situation and to be authorised by the shareholders of the Company at annual general meeting. Mrs. Fung is currently entitled to a monthly salary of HK\$50,000, with a month salary payable by the Company at the end of the year. Hence for the year ended 31<sup>st</sup> March, 2010, a director's emolument of HK\$650,000 and discretionary bonus of HK\$20,000 were paid to Mrs. Fung. Her director's emolument for the year ending 31<sup>st</sup> March, 2011 is proposed to be HK\$ 750,000.

Save as disclosed above, there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matter that need to be brought to the attention of the Shareholders of the Company pursuant to Rules 13.51(2)(w) of the Listing Rules.

- (b) **Mr. TING Woo Shou, Kenneth**, SBS, JP, aged 67, is a Non-Executive Director and a member of Audit Committee of the Company. He joined the Group in 1993. He is the managing director and a controlling shareholder of Kader Holdings Company Limited (Stock Code:180). Mr. Ting currently serves as the Hong Kong Ethics Development Advisory Committee, ICAC, the President of HK Wuxi Trade Association Limited, the Honorary President of the Federation of Hong Kong Industries, the President of the Hong Kong Plastics Manufacturers' Association Ltd., the Honorary President of the Chinese Manufacturers' Association of Hong Kong and the Honorary President of the Toys Manufacturers' Association of Hong Kong Limited. Besides, Mr. Ting is a member of the Hong Kong Polytechnic University Court, a member of the Hong Kong University of Science and Technology Court and a member of the Hong Kong General Chamber of Commerce. Furthermore, he is also a member of the Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference.

Save as disclosed above, Mr. Ting has not held directorships in any other listed public companies in the last three years and save as a member in the Audit Committee, he has not held any other position with the Company or any other member of the Company's group. Mr. Ting is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date hereof, he is interested in 105,000 shares (representing approximately 0.05% of the issued share capital) of the Company within the meaning of Part XV of Securities and Futures Ordinance.

Mr. Ting is currently appointed as Non-Executive Director of the Company for a period of 2

years from 15<sup>th</sup> July, 2009. He is subject to retirement and re-election provisions in the Bye-laws of the Company pursuant to which he shall retire from office by rotation at the annual general meetings of the Company. His director's fee is to be determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance and prevailing market situation and to be authorised by the shareholders of the Company at annual general meeting. He is not entitled to any bonus and other forms of benefits. For the year ended 31<sup>st</sup> March, 2010, a director's fee of HK\$50,000 is payable to Mr. Ting. His director's fee for the year ending 31<sup>st</sup> March, 2011 is proposed to be HK\$50,000.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matter that need to be brought to the attention of the Shareholders of the Company pursuant to Rules 13.51(2)(w) of the Listing Rules.

- (c) **Mr. SHE Chiu Shun, Ernest**, aged 49, is an Independent Non-Executive Director of the Company, the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. He is an investment banker with extensive experience in financial advisory and fund raising activities in the Asian regional markets. Prior to becoming an investment banker, Mr. She was an investment analyst responsible primarily for equity research in the real estate sector. Mr. She graduated from the University of Toronto with a Bachelor of Applied Science degree in Industrial Engineering and obtained from the Imperial College of Science and Technology a Master of Science degree in Management Science specialising in Operational Research. Mr. She is a Chartered Financial Analyst, a member of the CFA Institute and a member of the Hong Kong Securities Institute. Mr. She joined the Group in 2004.

Mr. She has not held any other directorship in other listed company in the last three years. Save as a member of the Audit Committee and Remuneration Committee, he does not hold any other position with the Company or any other members of the Company's group. Mr. She is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. She does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. She is currently appointed as Independent Non-Executive Director of the Company for a period of 2 years from 15<sup>th</sup> July, 2009. He is subject to retirement and re-election provisions in the Bye-laws of the Company pursuant to which he shall retire from office by rotation at the annual general meetings of the Company. His director's fee is to be determined by the Board with reference to his duties and responsibilities in the Company, the Company's performance and prevailing market situation and to be authorised by the shareholders of the Company at annual general meeting. He is not entitled to any bonus and other forms of benefits. For the year ended 31<sup>st</sup> March, 2010, a director's fee of HK\$50,000 is payable to Mr. She. His director's fee for the year ending 31<sup>st</sup> March, 2011 is proposed to be HK\$50,000.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matter that need to be brought to the attention of the Shareholders of the Company pursuant to Rules 13.51(2)(w) of the Listing Rules.

6. *This notice is also available for viewing on the designated website of The Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.newisland.com](http://www.newisland.com).*

7. *As at the date this notice, the Board consists of eight Directors, namely Madam So Chau Yim Ping, BBS., JP (Chairman), Mrs. Fung So Ka Wah, Karen, Mrs. Cheong So Ka Wai, Patsy and Mr. So Wah Sum, Conrad as Executive Directors, Mr. Ting Woo Shou, Kenneth, SBS, JP as Non-Executive Director and Mr. Hui Yin Fat, O.B.E. JP, Mr. Wong Wang Fat, Andrew, O.B.E. (Hon.), JP. and Mr. She Chiu Shun, Ernest as Independent Non-Executive Directors.*