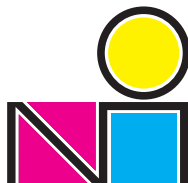


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of New Island Printing Holdings Limited (the “Company”) will be held at New Island Printing Centre, 38 Wang Lee Street, Yuen Long Industrial Estate, New Territories, Hong Kong on Monday, 20 December 2010 at 12:00 noon for the purpose of considering and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options (including bonds, warrants and debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

\* *for identification purposes only*

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (ii) an issue of shares as scrip dividends or similar arrangement pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any option scheme or any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

2. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$38,000,000 divided into 380,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$400,000,000 divided into 4,000,000,000 Shares by the creation of an additional 3,620,000,000 new Shares in the Company.”
3. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the Subdivided Shares (as defined hereinafter) in issue and the Subdivided Shares to be issued pursuant to the exercise of options granted or to be granted under the share option scheme of the Company, each of the issued and unissued Shares of HK\$0.10 be and is hereby subdivided (the “**Share Subdivision**”) into ten ordinary shares of HK\$0.01 each (the “**Subdivided Shares**”) with effect from 9:30 a.m. on the business day following the day on which this resolution is passed by the shareholders of the

Company, so that the authorised share capital of the Company will be HK\$400,000,000 divided into 40,000,000,000 Subdivided Shares of HK\$0.01 each immediately following the Share Subdivision and the directors of the Company be and are hereby authorised to issue new share certificates in respect of the Subdivided Shares to the holders of the shares of the Company and to do all things and execute all documents as they shall in their absolute discretion deem necessary or expedient in connection with or incidental to the Share Subdivision.”

4. A. (i) “**THAT** Mr. Lo Ming Chi, Charles be re-elected as a director of the Company.”
- (ii) “**THAT** Ms. Chan Yuk Yee be re-elected as a director of the Company.”
- (iii) “**THAT** Mr. Dai Zhongcheng be re-elected as a director of the Company.”
- (iv) “**THAT** Dr. Wong Yun Kuen be re-elected as a director of the Company.”
- (v) “**THAT** Mr. Pun Chi Ping be re-elected as a director of the Company.”
- (vi) “**THAT** Mr. Ip Man Tin, David be re-elected as a director of the Company.”
- B. “**THAT** the board of directors of the Company be authorised to fix the remuneration of the directors of the Company.”

By Order of the Board  
**New Island Printing Holdings Limited**  
**Lo Ming Chi, Charles**  
*Chairman and Chief Executive Officer*

Hong Kong, 3 December 2010

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
New Island Printing Centre  
38 Wang Lee Street  
Yuen Long Industrial Estate  
New Territories  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person(s) as his/her proxy to attend and vote instead of him/her. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).
3. Completion and return of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof if he or she so desires and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

*Note: In case of inconsistency, the English version shall prevail.*

*As at the date of this announcement, the Board comprises Mr. Lo Ming Chi, Charles (Chairman and Chief Executive Officer), Ms. Chan Yuk Yee and Mr. Dai Zhongcheng as Executive Directors; and Dr. Wong Yun Kuen, Mr. Pun Chi Ping and Mr. Ip Man Tin, David as Independent Non-executive Directors.*