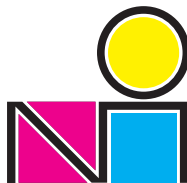


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in New Island Printing Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED REFRESHMENT OF THE EXISTING GENERAL MANDATE,
INCREASE OF AUTHORISED SHARE CAPITAL,
SUBDIVISION OF SHARES,
CHANGE IN BOARD LOT SIZE,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

Independent financial adviser

VEDA | CAPITAL
智 略 資 本

A letter from the Board is set out on pages 6 to 12 of this circular.

A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 13 of this circular. A letter from Veda Capital containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 14 to 19 of this circular.

A notice convening the SGM to 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 is set out on pages 25 to 28 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire.

* For identification purposes only

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Accompanying document:

– *proxy form*

EXPECTED TIMETABLE

Latest time for lodging proxy forms
for the SGM 12:00 noon on 18 December 2010

SGM 12:00 noon on 20 December 2010

Announcement of poll results of the SGM to be published
on the Company's and the Stock Exchange's websites 20 December 2010

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision.

Effective date of the Share Subdivision 21 December 2010

Dealings in the Subdivided Shares commence 9:30 a.m. on 21 December 2010

Original counter for trading in Shares in board lots
of 2,000 Shares temporarily closes 9:30 a.m. on 21 December 2010

Temporary counter for trading in Subdivided Shares
in board lots of 20,000 Subdivided Shares
(in the form of existing share certificates
("Existing Share Certificates")) opens 9:30 a.m. on 21 December 2010

First day for free exchange of the Existing Share Certificates
for new certificates for the Subdivided Shares
("New Share Certificates") 21 December 2010

Original counter for trading in Subdivided Shares
in board lots of 4,000 Subdivided Shares
(in the form of New Share Certificates) re-opens 9:30 a.m. on 5 January 2011

Parallel trading in Subdivided Shares
(in the form of New Share Certificates
and Existing Share Certificates) commences 9:30 a.m. on 5 January 2011

Temporary counter for trading in Subdivided Shares
in board lots of 20,000 Subdivided Shares
(in the form of Existing Share Certificates) closes 4:00 p.m. on 25 January 2011

Parallel trading in Subdivided Shares
(in the form of New Share Certificates
and Existing Share Certificates) ends 4:00 p.m. on 25 January 2011

Last day for free exchange of Existing Share Certificates
for New Share Certificates 4:00 p.m. on 27 January 2011

EXPECTED TIMETABLE

All time references in this circular refer to Hong Kong time.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	New Island Printing Holdings Limited (Stock Code: 377), a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 3 September 2010 to allot, issue and deal with the Shares of not exceeding the aggregate of 20% of the issued share capital of the Company as at the date of said annual general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Independent Board Committee”	a committee comprising all independent non-executive Directors, namely, Mr. Pun Chi Ping, Dr. Wong Yun Kuen and Mr. Ip Man Tin, David to advise the Independent Shareholders in relation to the refreshment of the Existing General Mandate
“Independent Shareholders”	Shareholders other than the controlling Shareholders and their respective associate(s) or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associate(s)
“Latest Practicable Date”	30 November 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular

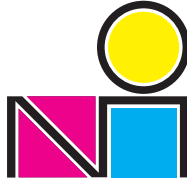
DEFINITIONS

“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New General Mandate”	the refreshment of the Existing General Mandate proposed to be sought at the SGM to authorise the Directors to allot, issue and deal with the shares or other securities of the Company representing not exceeding the aggregate of 20% of the issued share capital of the Company as at the SGM
“Placing”	the placing of up to 44,000,000 Shares pursuant to a placing agreement dated 2 November 2010 entered into by the Company as detailed in the Placing Announcement
“Placing Announcement”	the announcement dated 2 November 2010 issued by the Company in relation to the Placing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held on Monday, 20 December 2010 at 12:00 noon at New Island Printing Centre, 38 Wang Lee Street, Yuen Long Industrial Estate, New Territories, Hong Kong to consider and, if thought fit, approve, amongst other things, the refreshment of the Existing General Mandate, the increase of authorised share capital of the Company, the Share Subdivision and the re-election of Directors
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company before the Share Subdivision becoming effective
“Share Option Scheme”	the share option scheme adopted by the Company on 28 September 2007
“Share Subdivision”	the proposed subdivision of each and every issued and unissued Shares of HK\$0.10 into ten (10) Subdivided Shares of HK\$0.01 each
“Shareholder(s)”	holder(s) of Shares or Subdivided Shares (where appropriate)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subdivided Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company upon the Share Subdivision becoming effective
“Veda Capital”	Veda Capital Limited, a licensed corporation under the SFO to conduct type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the proposed refreshment of the Existing General Mandate
“%”	per cent.

LETTER FROM THE BOARD



NEW ISLAND PRINTING HOLDINGS LIMITED

新洲印刷集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

Executive Directors:

Mr. Lo Ming Chi, Charles
(Chairman and Chief Executive Officer)
Ms. Chan Yuk Yee
Mr. Dai Zhongcheng

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

Independent non-executive Directors:

Mr. Pun Chi Ping
Dr. Wong Yun Kuen
Mr. Ip Man Tin, David

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

3 December 2010

To the Shareholders,

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF THE EXISTING GENERAL MANDATE,
INCREASE OF AUTHORISED SHARE CAPITAL,
SUBDIVISION OF SHARES,
CHANGE IN BOARD LOT SIZE,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The Board announced on 18 November 2010 that the SGM would be convened to seek the approval of the Shareholders in relation to (i) the proposed refreshment of the Existing General Mandate; (ii) the increase of authorised share capital of the Company; (iii) the Share Subdivision and (iv) the re-election of Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this circular is to give you information relating to, among other things, (i) the proposed refreshment of the Existing General Mandate; (ii) the increase of authorised share capital of the Company; (iii) the Share Subdivision; (iv) the re-election of Directors; (v) the advice of Veda Capital to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the Existing General Mandate; (vi) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the refreshment of the Existing General Mandate; and (vii) a notice convening the SGM at which resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the above proposals.

PROPOSED REFRESHMENT OF EXISTING GENERAL MANDATE

Under the Existing General Mandate granted by the Shareholders at the annual general meeting of the Company held on 3 September 2010, the Directors have been authorised to allot and issue new Shares of not exceeding the aggregate of 20% of the issued share capital of the Company as at 3 September 2010.

Reasons for the proposed refreshment of the Existing General Mandate

Reference is made to the Placing Announcement. The Placing was completed on 17 November 2010 in which an aggregate of 44,000,000 new Shares have been allotted and issued pursuant to the Existing General Mandate. Accordingly, the Existing General Mandate has been substantially utilized. The Directors consider that the granting of the New General Mandate is in the interests of the Company and the Shareholders as a whole as it will provide the Company with more flexibility in raising funds through the issue of new Shares for its general working capital and business development as and when the Directors think appropriate in the future. Therefore, the Board proposes to seek the approval of the Independent Shareholders to refresh the Existing General Mandate at the SGM. As at the Latest Practicable Date, the Company does not have any plan or intention for fund raising, investment, acquisition or disposal.

During the past 12 months prior to the date of this circular, the Company has conducted the following fund raising activities:-

Date of announcement	Fund raising activity	Net proceeds	Intended use of proceeds	Actual use of proceeds
2 November 2010	Placing of 44,000,000 new Shares which was completed on 17 November 2010	Approximately HK\$98.5 million	General working capital of the Group	HK\$5.1 million has been used for bank loan repayment; the balance thereof will be used for general working capital purpose

As at the Latest Practicable Date, the issued share capital of the Company is HK\$26,652,900 and the total issued Shares are 266,529,000 Shares. Assuming there is no further issue or repurchase of Shares from the date of the Latest Practicable Date and up to the date of the SGM, the aggregate of 20% of the issued share capital of the Company, amount to a maximum of 53,305,800 new Shares (equivalent to 533,058,000 Subdivided Shares), can be issued under the New General Mandate.

LETTER FROM THE BOARD

The New General Mandate will, if granted, remain effective until 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 to be held by the laws of Bermuda or the bye-laws of the Company; and (iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

According to Rule 13.36(4)(a) of the Listing Rules, the refreshment of the Existing General Mandate before the next annual general meeting is subject to the approval of the Independent Shareholders at the SGM. Any controlling Shareholders and their respective associate(s) or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associate(s) are required to abstain from voting in favour of the proposed resolution approving the refreshment of the Existing General Mandate.

Plus Wealthy Limited, being a controlling shareholder, is the beneficial owner of (or has interest in) a total of 166,896,700 Shares, representing approximately 62.62% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, Plus Wealthy Limited and its associates which control (or are otherwise entitled to exercise control over) a total of 166,896,700 Shares are required to abstain from voting in favour of the proposed resolution approving the refreshment of the Existing General Mandate.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee comprising, Mr. Pun Chi Ping, Dr. Wong Yun Kuen and Mr. Ip Man Tin, David, all being independent non-executive Directors, has been formed to advise the Independent Shareholders on the proposed refreshment of the Existing General Mandate. Your attention is drawn to the advice from the Independent Board Committee set out on page 13 of this circular.

Veda Capital has been appointed as the independent financial adviser in respect of the proposed refreshment of the Existing General Mandate. The letter from Veda Capital to the Independent Board Committee and the Independent Shareholders, containing its advice and recommendations, is set out on pages 14 to 19 of this circular.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$38,000,000 comprising 380,000,000 Shares of HK\$0.10 each, out of which 266,529,000 Shares were in issue and fully paid as at the Latest Practicable Date.

The Board proposes to increase the authorised share capital of the Company to HK\$400,000,000 comprising 4,000,000,000 Shares (equivalent to 40,000,000,000 Subdivided Shares) by the creation of an additional 3,620,000,000 Shares (equivalent to 36,200,000,000 Subdivided Shares).

Immediately after the completion of the increase in authorised share capital of the Company and assuming no new Shares are issued or repurchased from the Latest Practicable Date up to the SGM, the authorised share capital of the Company will be HK\$400,000,000 divided into 4,000,000,000 Shares of HK\$0.10 each, with 266,529,000 issued Shares and 3,733,471,000 unissued Shares.

LETTER FROM THE BOARD

Reasons for increase in authorised share capital

The Board proposes the increase in authorised share capital of the Company in order to accommodate future expansion and growth of the Group. The Board believes that the increase in authorised share capital of the Company is for the benefit of the Company and the Shareholders as a whole.

Condition of the increase in authorised share capital

The increase in authorised share capital of the Company is conditional upon the passing of an ordinary resolution by the Shareholders by way of poll at the SGM. No Shareholder is required to abstain from voting on such resolution.

PROPOSED SUBDIVISION OF SHARES AND CHANGE IN BOARD LOT SIZE

The Board proposes that each of the existing issued and unissued Shares of HK\$0.10 in the share capital of the Company be subdivided into ten Subdivided Shares of HK\$0.01 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out under the paragraph headed “Conditions of the Share Subdivision” below.

Assuming no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the increase of authorised share capital of the Company and the Share Subdivision becoming effective, the effect of the increase of authorised share capital of the Company and the Share Subdivision to the capital structure of the Company is set out below:-

	As at the Latest Practicable Date and before the increase of authorised share capital and the Share Subdivision becoming effective	Immediately after the increase of authorised share capital and the Share Subdivision becoming effective
Par value of each share	HK\$0.10	HK\$0.01
Authorised share capital	HK\$38,000,000	HK\$400,000,000
Number of authorised shares	380,000,000 Shares	40,000,000,000 Subdivided Shares
Issued share capital	HK\$26,652,900	HK\$26,652,900
Number of shares in issue	266,529,000 Shares	2,665,290,000 Subdivided Shares
Number of unissued shares	113,471,000 Shares	37,334,710,000 Subdivided Shares

The Subdivided Shares will rank pari passu in all respects with each others and the Share Subdivision will not result in any change in the rights of the Shareholders.

LETTER FROM THE BOARD

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:-

- (a) the passing of an ordinary resolution to approve the Share Subdivision by the Shareholders at the SGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares 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 after the Share Subdivision becoming effective.

No Shareholder is required to abstain from voting on the above resolution at the SGM.

Change in board lot size

The Shares are currently traded in board lots of 2,000 Shares. The Board proposes that upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 4,000 Subdivided Shares. Based on the closing price of HK\$9.2 per Share as quoted on the Stock Exchange as at the Latest Practicable Date and the existing board lot size of 2,000 Shares, the prevailing board lot value is HK\$18,400. On the basis of the aforesaid closing price and the new board lot size of 4,000 Subdivided Shares, the new board lot value would be HK\$3,680.

The change in the board lot size will not result in any change in the relative rights of the Shareholders.

Adjustments to options

As at the Latest Practicable Date, no option has been granted under the Share Option Scheme. Pursuant to the rules of the Share Option Scheme, adjustments are required to be made to the exercise price of the options and the number of shares of the Company which may fall to be issued upon their exercise as a result of the Share Subdivision. If any option is to be granted prior to the Share Subdivision becoming effective, the Company will engage an independent auditor or an independent financial adviser to confirm that the adjustments to be made to the options will satisfy the requirements of the Share Option Scheme and the Listing Rules.

Reasons for the Share Subdivision

The proposed Share Subdivision will decrease the nominal value and increase the total number of Shares currently in issue. The Share Subdivision, together with the change in board lot size, will reduce the board lot value of the Shares and improve the liquidity in the trading of the Shares, thereby enabling the Company to attract more investors and broaden its shareholders' base. Accordingly, the Board considers that the Share Subdivision, together with the change in board lot size, is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Save for the costs incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Group or the proportional interests of the Shareholders.

The Board considers that the Share Subdivision will not have any adverse effect on the financial position of the Company.

Free exchange of certificates for the Subdivided Shares

Subject to the Share Subdivision becoming effective, Shareholders may, on or after 21 December 2010 and until 4:00 p.m. (Hong Kong time) on 27 January 2011 (both days inclusive), submit their existing certificates for the Shares in cream color to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited of 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong to exchange for certificates for the Subdivided Shares in green color in board lots of 4,000 Subdivided Shares at the expense of the Company. Thereafter, certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each certificate issued or cancelled, whichever is the higher. Certificates for the Shares will continue to be good evidence of legal title but will cease to be valid for dealings, trading and settlement purposes after the parallel trading in Subdivided Shares ends and may be exchanged for certificates for the Subdivided Shares at any time in accordance with the foregoing.

Application for listing

An application has been made to the Stock Exchange for the listing of, and permission to deal in, (i) the Subdivided Shares in issue following the Share Subdivision becoming effective; and (ii) the Subdivided Shares to be issued pursuant to the exercise of options granted or to be granted under the Share Option Scheme after the Share Subdivision becoming effective.

No part of any equity or debt securities of the Company is listed or dealt in on any other stock exchange and no such listing of or permission to deal in is being or is proposed to be sought.

RE-ELECTION OF DIRECTORS

Reference is made to the announcements of the Company dated 30 September 2010, 21 October 2010 and 5 November 2010 in relation to, among others, the appointment of Directors. Mr. Lo Ming Chi, Charles, Ms. Chan Yuk Yee, Mr. Dai Zhongcheng, Mr. Pun Chi Ping, Dr. Wong Yun Kuen and Mr. Ip Man Tin, David being the Directors appointed by the Board will retire from their offices at the SGM, and, being eligible, will offer themselves for re-election.

Biographical information of Mr. Lo Ming Chi, Charles, Ms. Chan Yuk Yee, Mr. Dai Zhongcheng, Mr. Pun Chi Ping, Dr. Wong Yun Kuen and Mr. Ip Man Tin, David is set out in the Appendix to this circular.

LETTER FROM THE BOARD

SGM

The notice of the SGM is set out on pages 25 to 28 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the proxy form enclosed in this circular in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) should you so wish but the authority of your proxy will be deemed to be revoked.

The result of the voting at the SGM will be announced by the Company following the conclusion thereof.

RECOMMENDATION

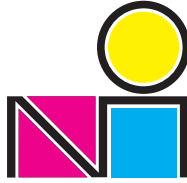
The Board considers that the refreshment of the Existing General Mandate; the increase of authorised share capital of the Company, the Share Subdivision and the re-election of Directors are in the interests of the Company and the Shareholders as a whole.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the proposed refreshment of the Existing General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders should vote in favour of the proposed ordinary resolution at the SGM to approve the refreshment of the Existing General Mandate.

ADDITIONAL INFORMATION

Your attention is also drawn to the letter of advice from Veda Capital set out on pages 14 to 19 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Existing General Mandate and the letter from the Independent Board Committee set out on page 13 of this circular which contains its recommendation to the Independent Shareholders in relation to the refreshment of the Existing General Mandate.

Yours faithfully,
For and on behalf of the Board of
New Island Printing Holdings Limited
Lo Ming Chi, Charles
Chairman and Chief Executive Officer



NEW ISLAND PRINTING HOLDINGS LIMITED

新洲印刷集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

3 December 2010

To the Independent Shareholders

Dear Sir and Madam,

PROPOSED REFRESHMENT OF THE EXISTING GENERAL MANDATE

We refer to the circular of the Company to the Shareholders dated 3 December 2010 (the “Circular”) of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We, being all the independent non-executive Directors, have been appointed to form the Independent Board Committee to advise you in connection with the proposed refreshment of the Existing General Mandate, details of which are set out in the “Letter from the Board” set out on pages 6 to 12 of the Circular. We wish to draw your attention to the “Letter from Veda Capital” set out on pages 14 to 19 of the Circular, which contains the advice of Veda Capital regarding the proposed refreshment of the Existing General Mandate.

Having taken into account the advice of Veda Capital, we consider the proposed refreshment of the Existing General Mandate to be fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the refreshment of the Existing General Mandate.

Yours faithfully,
Independent Board Committee of
New Island Printing Holdings Limited

Pun Chi Ping
*Independent Non-executive
Director*

Wong Yun Kuen
*Independent Non-executive
Director*

Ip Man Tin, David
*Independent Non-executive
Director*

* *For identification purpose only*

LETTER FROM VEDA CAPITAL

The following is the full text of the letter from Veda Capital setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate, which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
智 略 資 本

Veda Capital Limited
Suite 3214, 32/F, COSCO Tower
183 Queen's Road Central
Hong Kong

3 December 2010

*To the Independent Board Committee and the Independent Shareholders of
New Island Printing Holdings Limited*

Dear Sir or Madam,

PROPOSED REFRESHMENT OF THE EXISTING GENERAL MANDATE

INTRODUCTION

We refer to the circular dated 3 December 2010 issued by the Company to the Shareholders of which this letter forms part ("**Circular**") and our appointment as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Existing General Mandate, details of which are set out in the letter from the Board ("**Board Letter**") contained in the Circular. Capitalised terms used in this letter, unless the context otherwise requires, shall have the same meanings ascribed to them in the Circular.

Pursuant to Rule 13.36(4) of the Listing Rules, the refreshment of the Existing General Mandate will be subject to the Independent Shareholders' approval by way of poll at the SGM. Any controlling Shareholders and their respective associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the refreshment of the Existing General Mandate. As at the Latest Practicable Date, Plus Wealthy Limited is the controlling shareholder of the Company and is the beneficial owner of (or has interests in) a total of 166,896,700 Shares, representing approximately 62.62% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, Plus Wealthy Limited and its associates which control (or are otherwise entitled to exercise control over) a total of 166,896,700 Shares are required to abstain from voting in favour of the proposed resolution approving the refreshment of the Existing General Mandate at the SGM.

The Independent Board Committee (comprising all the independent non-executive Directors, namely Mr. Pun Chi Ping, Dr. Wong Yun Kuen and Mr. Ip Man Tin, David) has been established to advise the Independent Shareholders in respect of the refreshment of the Existing General Mandate.

LETTER FROM VEDA CAPITAL

BASIS OF OUR ADVICE

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Company, Directors and management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, Directors and management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true at the date of the SGM.

We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and management of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of the Existing General Mandate, we have taken into consideration the following principal factors and reasons:

Background and reasons for refreshment of the Existing General Mandate

The Company was incorporated in Bermuda with limited liability. The Group is principally engaged in printing and manufacturing of high quality, multi-colour packaging products and carton boxes; printing of books, brochures and other paper products.

At the annual general meeting of the Company held on 3 September 2010, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate under which the Directors were authorised to allot, issue and deal with up to 44,505,800 Shares, which is equivalent to the then 20% issued share capital of the Company as at the date of the said resolution was passed.

As set out in the Board Letter, pursuant to the Placing completed on 17 November 2010, an aggregate of 44,000,000 new Shares, representing approximately 98.86% of the Existing General Mandate, have been allotted and issued. The Existing General Mandate has almost been fully utilized and the remaining new Shares can be allotted and issued under the Existing General Mandate is only 505,800 Shares (representing approximately 1.14% of the Existing General Mandate).

LETTER FROM VEDA CAPITAL

As advised by the Company, the New General Mandate will provide the Company with more flexibility in raising funds through the issue of new Shares for its general working capital and business development as and when the Directors think appropriate in the future. Therefore, the Board proposes to seek the approval of the Independent Shareholders to refresh the Existing General Mandate at the SGM.

On the basis of a total of 266,529,000 Shares in issue as at the Latest Practicable Date and assuming that no new Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the SGM, the New General Mandate (if granted) will empower the Directors to allot, issue and deal in up to a maximum of 53,305,800 new Shares (equivalent to 533,058,000 Subdivided Shares), being 20% of the Shares in issue as at the Latest Practicable Date. The Company has not refreshed the Existing General Mandate since the annual general meeting of the Company held on 3 September 2010.

As set out in the Board Letter, the net proceeds of approximately HK\$98.5 million from the Placing has been utilized as to approximately HK\$5.1 million for bank loan repayment and the remaining balance will be used for general working capital of the Group. Aside from the Placing, the Company has not conducted other fund raising activities in the past 12 months prior to the Latest Practicable Date.

As advised by the Company, as at the Latest Practicable Date, the Company does not have any plan or intention for fund raising, investment, acquisition or disposal. However, as mentioned in the composite offer and response document relating to the mandatory unconditional cash offer of the Company dated 30 September 2010, Plus Wealthy Limited, being the offeror, will regularly review the operations and business activities of the Group to formulate a suitable business strategy for the Group and will explore other business opportunities and consider whether any assets and/or business acquisitions by the Group will be appropriate in order to enhance its growth. The refreshment of the Existing General Mandate will provide the Company with flexibility and ability to capture any appropriate capital raising or investment or business opportunity when they arise. Furthermore, the Board considers that the New General Mandate will empower the Directors to issue new Shares under the refreshed limit speedily as and when necessary, and without the need to seek further approval from the Shareholders.

We noted from the Company's announcement dated 26 November 2010 in respect of the interim results 2010/2011 that the Group recorded cash and cash equivalents of approximately HK\$33.77 million, bank loans of approximately HK\$67.83 million, obligations under finance leases of approximately HK\$4.01 million and bills payable of approximately HK\$24.05 million as at 30 September 2010. Despite the net proceeds from the Placing, there is no certainty that existing cash and facility resources will be adequate for any appropriate investment that may be identified by the Company in the future, additional funding may still be needed in a timely manner when necessary for financing future investments should suitable investment opportunities arise given that investment decisions and deposits or initial payments may have to be made immediately. Given that the management has been exploring business opportunities and the Existing General Mandate has almost been fully utilised, we are of the view that the refreshment of the Existing General Mandate will provide a financial flexibility to the Company to raise capital in a timely manner to capture investment opportunities and is fair and reasonable and is in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM VEDA CAPITAL

Other financing alternatives

As debt financing may incur interest burden to the Group, the Directors consider that equity financing such as issuance of new Shares for cash or equity swaps may be appropriate means to fund the potential investments and/or acquisitions and provide additional working capital for the future development and expansion of the Group, given the Group's financial position, capital structure, cost of funding and the then financial market condition. The Directors will also consider other financing methods such as debt financing or internal cash resources to fund future business development of the Company, if appropriate, after taking into consideration the then financial position, capital structure and cost of funding of the Group as well as the then market condition.

Having considered that (i) debt financing may incur interest burden to the Group; (ii) rights issue or open offer may take a longer time to complete while fund raising exercise pursuant to general mandate provides the Company a simpler and less lead time process than other types of fund raising exercise and avoids the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner; and (iii) the refreshment of the Existing General Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future development, including equity issuance, we are of the view that the refreshment of the Existing General Mandate will be in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM VEDA CAPITAL

Potential dilution to shareholdings of the Independent Shareholders

Set out below is a table showing the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, the potential dilution effect on the shareholdings upon full utilisation of the New General Mandate (assuming the Share Subdivision has become effective as at the Latest Practicable Date and no Subdivided Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the SGM):

	As at the Latest Practicable Date		Immediately upon full utilisation of New General Mandate	
	<i>Number of Subdivided Shares</i>	<i>Approximate %</i>	<i>Number of Subdivided Shares</i>	<i>Approximate %</i>
Plus Wealthy Limited				
<i>(Note)</i>	1,668,967,000	62.62	1,668,967,000	52.18
Independent Shareholders				
Shareholders upon full utilisation of New General Mandate	–	–	533,058,000	16.67
Other Independent Shareholders	996,323,000	37.38	996,323,000	31.15
Total	2,665,290,000	100.00	3,198,348,000	100.00

Note: Plus Wealthy Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly owned by Bingo Wealth Holdings Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Suen Cho Hung, Paul.

As illustrated in the table above, assuming the Share Subdivision has become effective as at the Latest Practicable Date, the existing aggregate shareholding of the Independent Shareholders will decrease from approximately 37.38% as at the Latest Practicable Date to approximately 31.15% upon full utilisation of the New General Mandate (assuming no Subdivided Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the SGM). In view that (i) the New General Mandate will provide an alternative to increase the amount of capital which may be raised under the New General Mandate; (ii) the New General Mandate will provide more options of financing to the Group for further development of its business as well as in other potential future investment and/or acquisitions as and when such opportunities arise; and (iii) the fact that the shareholdings of all Shareholders will be diluted proportionately to their respective shareholding upon any utilization of the New General Mandate, we consider such dilution or potential dilution to shareholdings of the Independent Shareholders to be justifiable.

LETTER FROM VEDA CAPITAL

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the refreshment of the Existing General Mandate is in the interest of the Company and the Independent Shareholders as a whole, and is fair and reasonable. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the refreshment of the Existing General Mandate to be proposed at the SGM. Independent Shareholders are however advised to take note of the possible dilution effect on their shareholding interests in the Company when and if the New General Mandate is utilised.

Yours faithfully,
For and on behalf of
Veda Capital Limited

Hans Wong
Chairman

Julisa Fong
Managing Director

The particulars of the retiring Directors eligible for re-election at the SGM are set out below:

Executive Directors

Mr. Lo Ming Chi, Charles

Mr. Lo Ming Chi, Charles, JP, aged 60, is the chairman and chief executive officer of the Company. Mr. Lo is a certified practicing accountant of the CPA Australia and is a fellow of the Financial Services Institute of Australasia. Mr. Lo has extensive experience in financial and investment services in Australia, Hong Kong and other Asian countries. Mr. Lo is the chief executive officer of Sewco International Holdings Limited (stock code: 209), an independent non-executive director of CASH Financial Services Group Limited (stock code: 510), New Environmental Energy Holdings Limited (stock code: 3989) and Tak Sing Alliance Holdings Limited (stock code: 126), all being listed companies in Hong Kong. Mr. Lo was an executive director, the deputy chairman and the chief executive officer of Beijing Yu Sheng Tang Pharmaceutical Group Limited (stock code: 1141) during the period from December 2000 to November 2009 and was an executive director of Sun Innovation Holdings Limited (stock code: 547) during the period July 2009 to March 2010, he was also an executive director of New Century Group Hong Kong Limited (stock code: 234) during the period from March 1999 to February 2009 and was an independent non-executive director of China Sonangol Resources Enterprise Limited (stock code: 1229) during the period from August 1998 to April 2008, all are listed companies in Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lo did not have other major appointments and professional qualifications, did not hold any positions in the Group and did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lo has entered into a service agreement (“**Mr. Lo’s Service Agreement**”) with the Company on 5 November 2010. According to Mr. Lo’s Service Agreement, Mr. Lo is not appointed for any specific length or proposed length of service and his term of service shall continue unless terminated by either one party giving to the other two months’ prior notice in writing. The directorship of Mr. Lo with the Company will be subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. Mr. Lo is entitled to receive a director’s remuneration of HK\$50,000 per month which has been approved by the Remuneration Committee of the Company and the Board with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Lo may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee of the Company and the Board having regard to Mr. Lo’s and the Company’s performance. The director’s remuneration of Mr. Lo will be subject to annual review by the Remuneration Committee of the Company and the Board.

As at the Latest Practicable Date, Plus Wealthy Limited was interested in 166,896,700 Shares. Plus Wealthy Limited was wholly owned by Bingo Wealth Holdings Limited, which is wholly owned by Mr. Suen Cho Hung, Paul.

Save for Mr. Lo's role in Sewco International Holdings Limited (of which Mr. Suen Cho Hung, Paul is a controlling shareholder) as disclosed above, Mr. Lo does not have any other relationships with any other directors, senior management, or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lo did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Ms. Chan Yuk Yee

Ms. Chan Yuk Yee, aged 42, holds a Master of Business Law degree from Monash University in Australia and is an associate member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Chan has over 10 years of experience in corporate administration and company secretarial practice. Ms. Chan is also an executive director and the company secretary of Sewco International Holdings Limited (stock code: 209) and the company secretary of Beijing Yu Sheng Tang Pharmaceutical Group Limited (stock code: 1141), both are listed companies in Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan did not have other major appointments and professional qualifications, did not hold any positions in the Group and did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Chan, has entered into a service agreement ("**Ms. Chan's Service Agreement**") with the Company on 5 November 2010. According to Ms. Chan's Service Agreement, Ms. Chan is not appointed for any specific length or proposed length of service and her term of service shall continue unless terminated by either one party giving to the other two months' prior notice in writing. The directorship of Ms. Chan with the Company will be subject to retirement by rotation and re-election in accordance with the Company's bye-laws. Ms. Chan is entitled to receive a director's remuneration of HK\$30,000 per month which has been approved by the Remuneration Committee of the Company and the Board with reference to her qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Ms. Chan may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee of the Company and the Board having regard to Ms. Chan's and the Company's performance. The director's remuneration of Ms. Chan will be subject to annual review by the Remuneration Committee of the Company and the Board.

Save for Ms. Chan's roles in Beijing Yu Sheng Tang Pharmaceutical Group Limited (of which Mr. Suen Cho Hung, Paul is an executive director, chairman and a substantial shareholder) and Sewco International Holdings Limited (of which Mr. Suen Cho Hung, Paul is a controlling shareholder) as disclosed above, Ms. Chan did not have any relationships with any directors, senior management, or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Chan did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Dai Zhongcheng

Mr. Dai Zhongcheng, aged 49, holds a Bachelor of Engineering degree from Lanzhou University of Technology (formerly known as Gansu University of Technology) in the People's Republic of China ("PRC"). He is a guest professor of the Training Centre, the General Office of the National People's Congress. Mr. Dai has been involved in the financial industry and assets and capital market in the PRC for more than 20 years. Prior to joining the Company, Mr. Dai has held various directorships and senior positions with prominent corporations in the PRC. Mr. Dai was also an independent non-executive director of G-Resources Group Limited (stock code: 1051) from June 2007 to March 2009 and an executive director of China Public Procurement Limited (stock code: 1094) from March 2008 to July 2009, both are listed companies in Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Mr. Dai does not have other major appointments, does not hold any positions in other members of the Group and did not have any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Dai has entered into a service agreement ("**Mr. Dai's Service Agreement**") with the Company on 5 November 2010. According to Mr. Dai's Service Agreement, Mr. Dai is not appointed for any specific length or proposed length of service and his term of service shall continue unless terminated by either one party giving to the other two months' prior notice in writing. The directorship of Mr. Dai with the Company will be subject to retirement by rotation and re-election in accordance with the Company's bye-laws. Mr. Dai is entitled to receive a director's remuneration of HK\$30,000 per month which has been approved by the Remuneration Committee of the Company and the Board with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Dai may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee of the Company and the Board having regard to Mr. Dai's and the Company's performance. The director's remuneration of Mr. Dai will be subject to annual review by the Remuneration Committee of the Company and the Board.

Mr. Dai does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of the Latest Practicable Date, Mr. Dai does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Independent non-executive Directors**Dr. Wong Yun Kuen**

Dr. Wong Yun Kuen, aged 53, received a Ph.D. Degree from Harvard University, and was "Distinguished Visiting Scholar" at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities Institute. Dr. Wong is also an executive director of UBA Investments Limited (stock code: 768) and an

independent non-executive director of Bauhaus International (Holdings) Limited (stock code: 483), Climax International Company Limited (stock code: 439), Golden Resorts Group Limited (stock code: 1031), Harmony Asset Limited (stock code: 428), Hua Yi Copper Holdings Limited (stock code: 559), Kaisun Energy Group Limited (stock code: 8203), Kong Sun Holdings Limited (stock code: 295), China Yunnan Tin Minerals Group Company Limited (stock code: 263), ZMAY Holdings Limited (stock code: 8085), China Grand Forestry Green Resources Group Limited (stock code: 910), Dr. Wong was also an independent non-executive director of Grand Field Group Holdings Limited (stock code: 115), China E-Learning Group Limited (stock code: 8055), Superb Summit International Timber Company Limited (stock code: 1228) and the chairman and executive director of Green Energy Group Limited (stock code: 979). All the companies mentioned above are listed companies in Hong Kong.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Dr. Wong did not hold any directorship in other listed public companies or any other major appointments or qualifications. Save for Dr. Wong's role in China Yunnan Tin Minerals Group Company Limited (stock code: 263) as disclosed above, of which Mr. Suen Cho Hung, Paul, the controlling shareholder of the Company, is a substantial shareholder, Dr. Wong was not related to any other directors, senior management, substantial or controlling shareholders of the Company as at the Latest Practicable Date.

An appointment letter has been entered into between Dr. Wong and the Company pursuant to which Dr. Wong will receive an emolument of HK\$50,000 per annum which was determined by the Board and approved by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions. Dr. Wong is appointed for a term of one year, but will be subject to retirement and re-election at the forthcoming general meeting and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company.

As at the date of the Latest Practicable Date, Dr. Wong does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Pun Chi Ping

Mr. Pun Chi Ping, aged 43, holds a Master Degree of Science in Finance and a Bachelor degree of Arts in Accountancy, both from the City University of Hong Kong. Mr. Pun is a fellow member of Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Pun has extensive experience in corporate finance, accounting and auditing and is the financial controller of Poly (Hong Kong) Investments Limited (stock code: 119), a listed company in Hong Kong.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Pun did not hold any directorship in other listed public companies or any other major appointments or qualifications. Mr. Pun was not related to any other directors, senior management, substantial or controlling shareholders of the Company as at the Latest Practicable Date.

An appointment letter has been entered into between Mr. Pun and the Company pursuant to which Mr. Pun will receive an emolument of HK\$50,000 per annum which was determined by the Board and approved by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions. Mr. Pun is appointed for a term of one year, but will be subject to retirement and re-election at the forthcoming general meeting and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company.

As at the Latest Practicable Date, Mr. Pun did not have any interest in the shares in the Company within the meaning of Part XV of the SFO.

Mr. Ip Man Tin, David

Mr. Ip Man Tin, David, aged 64, holds a Bachelor of Arts Degree and a Master of Public Administration Degree. Mr. Ip is a Chartered Marketer and a Certified Management Consultant. He has extensive experience of public administration and public company management in Hong Kong and Britain. He has extensive consultancy experience across industry sectors. Mr. Ip is the chairman and a non-executive director of Upbest Group Limited (stock code: 335) and was an independent non-executive director of UBA Investments Limited (stock code: 768) from August 2004 to December 2008, both are listed companies in Hong Kong.

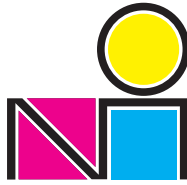
Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Ip did not hold any directorship in other listed public companies or any other major appointments or qualifications. Mr. Ip was not related to any other directors, senior management, substantial or controlling shareholders of the Company as at the Latest Practicable Date.

An appointment letter has been entered into between Mr. Ip and the Company pursuant to which Mr. Ip will receive an emolument of HK\$50,000 per annum which was determined by the Board and approved by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions. Mr. Ip is appointed for a term of one year, but will be subject to retirement and re-election at the forthcoming general meeting and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company.

As at the Latest Practicable Date, Mr. Ip does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

General

There are no other matters concerning any of the above Directors that need to be brought to the attention of the Shareholders in relation to their re-election as Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.



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;
- (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

** for identification purposes only*

NOTICE OF THE SGM

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

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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.

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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.