

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

If you have sold or transferred all your shares in Chung Tai Printing Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHUNG TAI PRINTING HOLDINGS LIMITED

中大印刷集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

A notice convening a special general meeting of Chung Tai Printing Holdings Limited to be held at Ching Room, 4/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 11:00 a.m. on Tuesday, 23 October 2007 is set out on pages 9 to 10 of this circular. A form of proxy for use at the special general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and Chung Tai Printing Holdings Limited (www.chungtai.com.hk).

Whether or not you are able to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

DEFINITIONS

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

“Board”	the board of Directors
“business day”	any days (other than Saturday) on which licensed banks in Hong Kong are generally open for business during their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Chung Tai Printing Holdings Limited (stock code: 00055), a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Company Registrar”	Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong
“CN Placing”	placing of the Convertible Notes pursuant to the terms of the CN Placing Agreement
“CN Placing Agreement”	the agreement entered into between the Company and the Placing Agent dated 24 August 2007 in relation to the CN Placing
“Convertible Notes”	the convertible notes in aggregate principal amount of HK\$140,000,000 at initial conversion price of HK\$1.15 to be issued by the Company under the CN Placing Agreement
“Director(s)”	director(s) of the Company
“Existing Share(s)”	existing ordinary share(s) of HK\$0.10 in the share capital of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 October 2007, being the latest practicable date prior to the bulk-printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Certificates”	has the meaning ascribed to it in the section headed “Timetable” of this circular
“Old Share Certificates”	has the meaning ascribed to it in the section headed “Timetable” of this circular
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activities (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Share Subdivision
“Shareholder(s)”	holder(s) of the Existing Shares prior to the Share Subdivision becoming effective, or holder(s) of the Subdivided Shares after the Share Subdivision becoming effective
“Share Subdivision”	the subdivision of one (1) Existing Share of HK\$0.10 each into twenty (20) Subdivided Shares of HK\$0.005 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	ordinary share(s) of HK\$0.005 each in the share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

2007

Latest time for lodging forms of proxy for the SGM	11:00 a.m. on Sunday, 21 October
SGM	11:00 a.m. on Tuesday, 23 October
Effective date of the Share Subdivision	9:30 a.m. on Wednesday, 24 October
Dealings in the Subdivided Shares commence	9:30 a.m. on Wednesday, 24 October
Original counter for trading in Existing Shares in board lots of 2,000 Existing Shares temporarily closes	9:30 a.m. on Wednesday, 24 October
Temporary counter for trading in Subdivided Shares in board lots of 40,000 Subdivided Shares (in the form of certificates of Existing Shares (" Existing Share Certificates ") opens	9:30 a.m. on Wednesday, 24 October
First day of free exchange of Existing Share Certificates for new certificates for the Subdivided Shares (" New Share Certificates ")	Wednesday, 24 October
Original counter for trading in Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of New Share Certificates) re-opens	9:30 a.m. on Wednesday, 7 November
Parallel trading in Subdivided Shares (in the form of New Share Certificates and Existing Share Certificates) commences	9:30 a.m. on Wednesday, 7 November
Temporary counter for trading in Subdivided Shares in board lots of 40,000 Subdivided Shares (in the form of Existing Share Certificates) closes	4:00 p.m. on Wednesday, 28 November
Parallel trading in Subdivided Shares (in the form of New Share Certificates and Existing Share Certificates) ends	4:00 p.m. on Wednesday, 28 November
Last day for free exchange of Existing Share Certificates for New Share Certificates	Monday, 3 December

LETTER FROM THE BOARD



CHUNG TAI PRINTING HOLDINGS LIMITED
中大印刷集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

Executive Directors:

Dr. Suek Chai Kit, Christopher (*Chairman*)

Ms. Ng Wai Chi

Mr. Suek Ka Lun

Mr. Lau Chin Hung

Mr. Suek Chai Hong

Registered office:

Clarendon House

Church Street

Hamilton, HM 11

Bermuda

Non-executive Director:

Mr. Suek Che Hin

Dr. Ng Wai Kwan

*Head office and principal place of
business in Hong Kong:*

Chung Tai Printing Group Building
11 Yip Cheong Street

Fanling

New Territories

Hong Kong

Independent non-executive Directors:

Mr. Tse Tin Tai

Mr. Wong Sun Fat

Mr. Chan Kwing Choi, Warren

8 October 2007

To the Shareholders

Dear Sir/Madam,

**SUBDIVISION OF SHARES
AND
CHANGE OF BOARD LOT SIZE**

INTRODUCTION

The Board announced on 3 October 2007 in relation to the proposed Share Subdivision, whereby each of the existing issued and unissued shares of HK\$0.10 each in the share capital of the Company be subdivided into twenty (20) shares of HK\$0.005 each. The purpose of this circular is to provide you with the information regarding the Share Subdivision and to give you the notice of the SGM.

* for identification only

LETTER FROM THE BOARD

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued shares of HK\$0.10 each in the share capital of the Company be subdivided into twenty (20) shares of HK\$0.005 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.

CHANGE OF BOARD LOT SIZE

The Existing Shares are currently traded in board lots of 2,000 Existing Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 10,000 Subdivided Shares. The Share Subdivision will not result in any odd board lots other than those which already existed.

SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$500,000,000, divided into 5,000,000,000 Existing Shares, of which 398,677,280 Existing Shares are in issue and are fully paid. Assuming no further Existing Shares will be issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision to the capital structure of the Company is set out below:

	As at the Latest Practicable Date and before completion of the Share Subdivision	Immediately after completion of the Share Subdivision
Par value of each share	HK\$0.10	HK\$0.005
Number of authorized shares	5,000,000,000 Existing Shares	100,000,000,000 Subdivided Shares
Authorized share capital	HK\$500,000,000	HK\$500,000,000
Number of shares in issue	398,677,280 Existing Shares	7,973,545,600 Subdivided Shares
Issued share capital	HK\$39,867,728	HK\$39,867,728
Number of unissued shares	4,601,322,720 Existing Shares	92,026,454,400 Subdivided Shares
Unissued share capital	HK\$460,132,272	HK\$460,132,272

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

LETTER FROM THE BOARD

ADJUSTMENTS TO THE CONVERTIBLE NOTES

As disclosed in the announcement dated 24 August 2007 and the circular dated 6 September 2007 of the Company, the Company has entered into the CN Placing Agreement with the Placing Agent pursuant to which the Placing Agent conditionally agreed to place, on a best efforts basis, the Convertible Notes. As at the Latest Practicable Date, the Company has not issued any Convertible Notes. Adjustments may require to be made to the conversion price of the Convertible Notes as a result of the Share Subdivision. The Company will engage the auditors of the Company or an independent firm of merchant bank to certify the adjustments to be made to the conversion price of the Convertible Notes.

Save for the Convertible Notes to be issued by the Company pursuant to the CN Placing Agreement, the Company had no other securities which carried rights or options to convert into or subscribe for new Shares as at the Latest Practicable Date.

REASONS FOR THE SHARE SUBDIVISION

The Share Subdivision is intended to improve the liquidity in the trading of the shares of the Company and widen the Company's shareholder base. Accordingly, the Board considers the Share Subdivision to be in the interests of the Company and the Shareholders as a whole given the prevailing market conditions. 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 Company 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.

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 and the Subdivided Shares which may fall to be issued upon exercise of the Convertible Notes.

EXPECTED TIMETABLE AND TRADING ARRANGEMENTS

It is currently expected that the Share Subdivision will become effective on Wednesday, 24 October 2007. Subject to the fulfillment of the conditions set out under the paragraph headed "Conditions of the Share Subdivision" above, the expected timetable for the implementation of the Share Subdivision and the relevant trading arrangements are set out in the section headed "Expected Timetable" of this circular.

LETTER FROM THE BOARD

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 28 November 2007 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Existing Share for twenty (20) Subdivided Shares and may be exchanged free of charge for New Share Certificates for Subdivided Shares during the business hours of the Company's Registrar between Wednesday, 24 October 2007 and Monday, 3 December 2007 (both dates inclusive) and on payment of a prescribed fee at any time after 4:30 p.m. on Monday, 3 December 2007. It is expected that New Share Certificates will be available for collection within a period of 10 business days after the submission of the Existing Share Certificates. The New Share Certificates will be issued in pink colour in order to distinguish them from the Existing Share Certificates which are in purple colour.

LISTING AND DEALING

An application will be made to the Listing Committee of Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares and the Subdivided Shares which may fall to be issued upon exercise of the Convertible Notes.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares and the Subdivided Shares which may fall to be issued upon exercise of the Convertible Notes, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

SGM

Set out on pages 9 to 10 of this circular is the notice of SGM to be held at Ching Room, 4/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 11:00 a.m. on Tuesday, 23 October 2007, at which an ordinary resolution will be proposed to approve the Share Subdivision.

Whether or not the Shareholders are able to attend the SGM in person, they are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time for holding of the SGM or any adjournment thereof. Return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM or any adjournment thereof should they so wish.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-laws of the Company, a resolution put to the vote of a meeting of the Shareholders shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded by:

- (a) the Chairman of the meeting; or
- (b) at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

RECOMMENDATION

The Board considers that the Share Subdivision is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution set out in the notice of SGM.

Yours faithfully,
For and on behalf of the Board
Chung Tai Printing Holdings Limited
Dr. Suek Chai Kit, Christopher
Chairman



CHUNG TAI PRINTING HOLDINGS LIMITED

中大印刷集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of Chung Tai Printing Holdings Limited (the “**Company**”) will be held at Ching Room, 4/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 11:00 a.m. on Tuesday, 23 October 2007 for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined) and the Subdivided Shares (as defined hereafter) which may fall to be issued upon exercise of the Convertible Notes (as defined in the circular of the Company dated 8 October 2007), each of the issued and unissued shares of HK\$0.10 each in the share capital of the Company be and is hereby subdivided into twenty (20) shares of HK\$0.005 each (the “**Subdivided Shares**”) in the share capital of the Company (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 holders of existing shares of the Company and to do all such things and execute all such documents as they shall in their absolute discretion deem necessary and expedient in connection with or incidental to the Share Subdivision.”

By order of the Board
Chung Tai Printing Holdings Limited
Dr. Suek Chai Kit, Christopher
Chairman

Hong Kong, 8 October 2007

Register office:
Clarendon House
Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:
Chung Tai Printing Group Building
11 Yip Cheong Street
Fanling
New Territories
Hong Kong

* for identification only

NOTICE OF SGM

Notes:

1. A member entitled to attend and vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above 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 share shall alone be entitled to vote in respect thereof.
3. In order for such appointment to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

The directors of the Company as at the date of this notice are Dr. Suek Chai Kit, Christopher, Ms. Ng Wai Chi, Mr. Suek Chai Hong, Mr. Suek Ka Lun, Ernie and Mr. Lau Chin Hung being the Executive Directors; Mr. Suek Che Hin and Dr. Ng Wai Kwan being the Non-executive Directors; and Mr. Tse Tin Tai, Mr. Wong Sun Fat and Mr. Chan Kwing Choi, Warren being the Independent Non-executive Directors.