



玖龍紙業(控股)有限公司*

NINE DRAGONS PAPER (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2689)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Special General Meeting**”) of Nine Dragons Paper (Holdings) Limited (the “**Company**”) will be held at Chief Executive Suites II and III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 17 November 2006 immediately after the conclusion of the annual general meeting of the Company to be held at the same place at 2:00 p.m. on 17 November 2006 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions respectively:

ORDINARY RESOLUTIONS

- (1) “**THAT** the grant of an option to Ms. Cheung Yan under the share option scheme of the Company adopted on 12 February 2006 which would entitle her to subscribe 41,500,000 shares of HK\$0.10 each in the share capital of the Company at HK\$9.8365 per share and on terms and conditions as set out in the circular of the Company dated 2 November 2006 be and is hereby approved and any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the options.”
- (2) “**THAT** the grant of an option to Mr. Liu Ming Chung under the share option scheme of the Company adopted on 12 February 2006 which would entitle him to subscribe 41,500,000 shares of HK\$0.10 each in the share capital of the Company at HK\$9.8365 per share and on terms and conditions as set out in the circular of the Company dated 2 November 2006 be and is hereby approved and any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the options.”
- (3) “**THAT** the grant of an option to Mr. Zhang Cheng Fei under the share option scheme of the Company adopted on 12 February 2006 which would entitle him to subscribe 41,500,000 shares of HK\$0.10 each in the share capital of the Company at HK\$9.8365 per share and on terms and conditions as set out in the circular of the Company dated 2 November 2006 be and is hereby approved and any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the options.”

By Order of the Board
Cheung Yan
Chairman

Hong Kong, 2 November 2006

Notes:

1. A member of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Special General Meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with the power or attorney or other authority (if any) under which it is signed or certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof.

3. Where there are joint holders of any share, any one of such persons may vote at the Special General Meeting either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Special General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.

As at the date of this notice, the board of directors of the Company comprises:

Executive Directors

Ms. Cheung Yan (Chairman)

Mr. Liu Ming Chung

(Deputy Chairman and Chief Executive Officer)

Mr. Zhang Cheng Fei

(Deputy Chief Executive Officer)

Ms. Gao Jing

Mr. Wang Hai Ying

Non-executive Director

Mr. Lau Chun Shun

Independent non-executive Directors

Ms. Tam Wai Chu, Maria

Mr. Chung Shui Ming, Timpson

Dr. Cheng Chi Pang

Mr. Wang Hong Bo

* *For identification purpose only*