
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Samson Paper Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES**

The notice convening the special general meeting of the Company to be held at Conference Room A, Strategic Financial Relations Limited, Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 25th September, 2006 at 11:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:00 a.m. shall have been concluded or adjourned), is set out on pages 9 to 11 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of the Company in Hong Kong at 3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event so as to be received not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

7 September, 2006

* For identification purpose only

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DEFINITIONS

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

“associate”	shall have the meaning ascribed to it in the Listing Rules
“Company”	Samson Paper Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region, the People’s Republic of China
“Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution no. 1 up to 20% of the issued share capital of the Company as at the date of passing such resolution
“Latest Practicable Date”	4 September, 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Special General Meeting
“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution no. 2 up to 10% of the issued share capital of the Company as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Special General Meeting”	the special general meeting of the Company to be held at Conference Room A, Strategic Financial Relations Limited, Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 25th September, 2006 at 11:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:00 a.m. shall have been concluded or adjourned)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Incorporated in Bermuda with limited liability)

Executive Directors:

Sham Kit Ying (alias Sham Kit) *(Chairman)*
Lee Seng Jin *(Deputy Chairman)*
Chow Wing Yuen
Sham Yee Lan, Peggy
Lee Yue Kong, Albert

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Non-executive Director:

Lau Wang Yip, Eric

*Principal place of business
in Hong Kong:*

3rd Floor
Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Independent Non-executive Directors:

Pang Wing Kin, Patrick
Tong Yat Chong
Ng Hung Sui, Kenneth

7 September, 2006

To the Shareholders

Dear Sir or Madam,

PROPOSALS INVOLVING

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

1. INTRODUCTION

On 6th September, 2005, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase its own Shares. These general mandates will lapse at the conclusion of the forthcoming annual general meeting of the Company. The Ordinary Resolutions will therefore be proposed at the Special General Meeting to approve general mandates to authorise the Directors to repurchase its own Shares and to issue Shares of the Company.

The purpose of this circular is to provide you with information regarding the proposed general mandates to repurchase Shares and to issue Shares.

* *For identification purpose only*

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

An ordinary resolution will be proposed at the Special General Meeting to grant the Issue Mandate to the Directors, details of which are set out in Ordinary Resolution no. 1.

In addition, an ordinary resolution will be proposed to extend the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate. Details of the extension of the Issue Mandate are set out in Ordinary Resolution no. 3.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the Special General Meeting, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors, details of which are set out in Ordinary Resolution no. 2.

In accordance with the Listing Rules, an explanatory statement to provide the shareholders of the Company with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate is set out in the Appendix of this circular.

4. SPECIAL GENERAL MEETING

The notice of the Special General Meeting to be held at Conference Room A, Strategic Financial Relations Limited, Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 25th September, 2006 at 11:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:00 a.m. shall have been concluded or adjourned), is set out on pages 9 to 11 of this circular. At the Special General Meeting, the Ordinary Resolutions to approve the Issue Mandate, the extension of the Issue Mandate and the Repurchase Mandate will be proposed.

A form of proxy for use at the Special General Meeting is enclosed. Whether or not you intend to attend the Special General Meeting, you are requested to complete and return the form of proxy to the principal place of business of the Company in Hong Kong at 3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong in accordance with the instructions printed on the form of proxy as soon as possible and in any event so as to be received not less than 48 hours before the time appointed for the Special General Meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjourned meeting should you wish to do so.

5. PROCEDURE FOR DEMANDING A POLL

Pursuant to the Bye-Laws of the Company, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman of the meeting; or

LETTER FROM THE BOARD

- (b) at least three shareholders of the Company present in person or by proxy or authorised representative for the time being entitled to vote at the meeting; or
- (c) any shareholder or shareholders of the Company present in person or by proxy or authorised representative and holding between them not less than one-tenth of the total voting rights of all shareholders of the Company having the right to attend and vote at the meeting; or
- (d) any shareholder or shareholders of the Company present in person or by proxy or authorised representative and holding Shares conferring a right to attend and 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 the Shares conferring that right.

6. RECOMMENDATION

The Directors consider that the granting to them of the Issue Mandate and the Repurchase Mandate are in the interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that all shareholders of the Company should vote in favour of the Ordinary Resolutions to be proposed at the Special General Meeting.

By Order of the Board
SHAM Kit Ying
Chairman

This Appendix contains the particulars which are required by the Listing Rules to be included in an explanatory statement to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to be proposed at the Special General Meeting in relation to the Repurchase Mandate.

- (1) As at the Latest Practicable Date, the issued share capital of the Company comprised 429,258,039 Shares.

Subject to the passing of the relevant ordinary resolution for approving the Repurchase Mandate, and on the basis that no further Shares would be issued or repurchased prior to the Special General Meeting, the Company would be allowed to repurchase a maximum of 42,925,803 Shares (representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date) under the Repurchase Mandate.

- (2) The Directors believe that it is in the interests of the Company and its shareholders for the Directors to have the Repurchase Mandate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.
- (3) In repurchasing its own Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws, the applicable laws of Bermuda and the Listing Rules. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profit that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.
- (4) There might be material adverse impact on the working capital or gearing levels of the Company as compared with the position disclosed in the latest published audited consolidated financial statements of the Company in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company as compared with the position disclosed in the latest published audited consolidated financial statements of the Company which in the opinion of the Directors are from time to time appropriate for the Company.
- (5) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by shareholders of the Company.
- (6) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they would exercise the Repurchase Mandate only in accordance with the Listing Rules and the applicable laws and regulations of Bermuda.

- (7) If as a result of a share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following persons were interested in 5 per cent. or more of the issued share capital of the Company as recorded in the register of the Company kept under Section 336 of the SFO:

Name	Number of Shares	Approximate Percentage of Shareholding
Quinselle Holdings Limited	268,340,000	62.51%
HSBC International Trustee Limited (<i>Note</i>)	268,340,000	62.51%

Note: Quinselle Holdings Limited holds the 268,340,000 Shares in its capacity as trustee of a private unit trust. HSBC International Trustee Limited, acting in its capacity as trustee of a family trust holds the majority units in the private unit trust.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that the shareholdings of Quinselle Holdings Limited and HSBC International Trustee Limited as disclosed in this circular and the issued share capital of the Company remain unchanged, the interests of Quinselle Holdings Limited and HSBC International Trustee Limited in the Shares would both be increased to approximately 69.46% of the issued Shares of the Company and such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

- (8) No purchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months prior to the Latest Practicable Date.
- (9) No connected person (as defined in the Listing Rules) has notified the Company that he has any present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders of the Company.

(10) The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months prior to the Latest Practicable Date:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
August	0.75	0.66
September	0.69	0.61
October	0.65	0.61
November	0.64	0.61
December	0.65	0.59
2006		
January	0.62	0.59
February	0.74	0.61
March	0.73	0.64
April	0.69	0.64
May	0.69	0.64
June	0.71	0.66
July	0.72	0.53
August	0.58	0.53
September (up to the Latest Practicable Date)	0.58	0.55

NOTICE OF SPECIAL GENERAL MEETING



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

NOTICE IS HEREBY GIVEN that a Special General Meeting of Samson Paper Holdings Limited (the “Company”) will be held at Conference Room A, Strategic Financial Relations Limited, Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 25th September, 2006 at 11:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:00 a.m. shall have been concluded or adjourned) for the following purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:–

Ordinary Resolutions

1. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution 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 is required by law and the Bye-Laws of the Company to be held; and (iii) the revocation or variation of the approval given in this Resolution by an ordinary resolution of the shareholders of the Company in general meeting) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares of the Company to be allotted, issued or dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval referred to in paragraph (a) of this Resolution, otherwise than pursuant to (i) a rights issue (for the purposes of this Resolution, “rights issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

entitled to the offer) on a fixed record date in proportion to their holdings of such shares of the Company (or, where appropriate, such other securities) as at that date (subject in all cases to such exclusions or other arrangements as the Directors 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 applicable to the Company), or (ii) an issue of shares of the Company pursuant to a scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-Laws of the Company, or (iii) an issue of shares of the Company upon exercise of options under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares of the Company or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly.”

2. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and is recognized by Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, during the Relevant Period (being the period from the passing of this Resolution 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 by law and the Bye-Laws of the Company to be held; and (iii) the revocation or variation of the approval given in this Resolution by an ordinary resolution of the shareholders of the Company in general meeting) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval referred to in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and such approval shall be limited accordingly; and
- (c) the approval referred to in paragraph (a) of this Resolution shall, where permitted by applicable laws and regulations and subject to the limitation in paragraph (b) of this Resolution, extend to permit the purchase of shares of the Company by subsidiaries of the Company.”

3. **“THAT** conditional upon Resolution No. 1 and 2 set out in the notice of the meeting of which this Resolution forms a part being passed, the general mandate granted to the directors of the Company pursuant to Resolution No. 1 set out in the notice of the

NOTICE OF SPECIAL GENERAL MEETING

meeting of which this Resolution forms a part be and is hereby extended by the addition to the aggregate nominal amount of shares of the Company which may be allotted and issued of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the mandate granted pursuant to Resolution No. 2 set out in the notice of the meeting of which this Resolution forms part, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By Order of the Board
LEE Yue Kong, Albert
Company Secretary

Hong Kong, 7 September, 2006

Head Office:
3/F Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at 3/F., Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong (so as to be received) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (2) The register of members of the Company will be closed from 19th September, 2006 to 25th September, 2006 (both days inclusive) during which period no transfer of shares of the Company will be registered. To qualify for the proposed final dividend, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at suite 1712-16, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 18th September, 2006.

As at the date of this notice, the board of Directors comprises five executive directors, namely Mr. SHAM Kit Ying, Mr. LEE Seng Jin, Mr. CHOW Wing Yuen, Ms. SHAM Yee Lan, Peggy and Mr. LEE Yue Kong, Albert, one non-executive director, namely Mr. LAU Wang Yip, Eric and three independent non-executive directors, namely Mr. PANG Wing Kin, Patrick, Mr. TONG Yat Chong and Mr. NG Hung Sui, Kenneth.