



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 731)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Samson Paper Holdings Limited (the “Company”) will be held at Strategic Financial Relations Limited, Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 1 November 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“**THAT:**–

- (a) the conditional sale and purchase agreement dated 25 September 2006 (the “**Agreement**”) entered into between Kemp International Holdings Limited (a wholly-owned subsidiary of the Company) as purchaser (the “**Purchaser**”), Partisan Holdings Limited (a company owned as to 50% by Mr. Sham Kit Ying and as to 50% by Mr. Lee Seng Jin) as vendor, and Mr. Sham Kit Ying and Mr. Lee Seng Jin (both being directors of the Company) as vendor guarantors in respect of the acquisition by the Purchaser of the entire issued share capital of, and shareholder’s loan to, Hypex Holdings Limited (a copy of the Agreement has been produced to this meeting and marked “**A**” and initialled by the chairman of the meeting for the purpose of identification) and all transactions contemplated under or incidental to the Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant thereto be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts and things, to sign, seal, execute, perfect, perform and deliver all such other documents, agreements, instruments and deeds, and to take all such steps as they may consider necessary, appropriate, desirable or expedient to implement and/or to give effect to and/or in connection with the Agreement or any of the transactions contemplated thereunder and all other matters incidental thereto, and to agree to any amendment to any of the terms of the Agreement which in the opinion of the directors of the Company are in the interests of the Company.”

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

Hong Kong, 12 October, 2006

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Head Office and Principal Place of Business in Hong Kong:
3rd Floor, Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Notes:

- (1) A member of the Company who is entitled to attend and vote at the above meeting shall be 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.
- (2) A form of proxy for use at the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) To be valid, the form of proxy and the 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 Company's principal place of business in Hong Kong at 3/F, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the meeting.
- (5) The ordinary resolution set out above will be determined by way of a poll.

As at the date of this announcement, the Board comprises of 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; 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.

** For identification purpose only*

Please also refer to the published version of this announcement in The Standard.