



# SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司\*  
*(incorporated in Bermuda with limited liability)*  
 (Stock Code: 731)

## Proxy Form for Special General Meeting to be held on Friday, 24 October 2008

I/We<sup>1</sup>, \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10  
 each in the capital of Company, hereby appoint<sup>3</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 or failing him the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at Strategic Financial Relations Ltd., Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 24 October 2008 at 10:00 a.m. (and at any adjournment thereof), and at such meeting to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1. Special Resolution No. 1 set out in the Notice of Special General Meeting of the Company (to increase the authorised share capital of the Company from HK\$80,000,000.00 to HK\$160,000,000.00).		
2. Special Resolution No. 2 set out in the Notice of Special General Meeting of the Company (to redesignate a portion of the unissued share capital of the Company into convertible non-voting preference shares ("CP shares") and to amend the existing Bye-Law 4(A) of the Bye-Laws of the Company).		
3. Special Resolution No. 3 set out in the Notice of Special General Meeting of the Company (to authorise the directors to issue CP Shares and to deal with the conversion right attached to the CP Shares).		
4. Ordinary Resolution No. 4 set out in the Notice of Special General Meeting of the Company (to authorise the directors to issue warrants to subscribe for ordinary shares of the Company).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature<sup>5</sup> \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **block capitals**.
- Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If the name of the proxy is not inserted, the Chairman of the meeting shall be your proxy.**
- Important: If you wish to vote for a resolution, please place a "√" in the relevant box marked in the column headed "For". If you wish to vote against a resolution, please place a "√" in the relevant box marked in the column headed "Against".** If no indication is given, your proxy can vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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 of attorney or authority, must be deposited at the Company's principal place of business 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.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by an authorised representative, will be accepted to exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members.
- A proxy need not be a member of the Company. A member may appoint not more than two proxies to attend on the same occasion.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Completion and deposit of the form of proxy will not preclude the member from attending and voting in person at the meeting if he so wishes.

\* For identification purpose only