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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, Unit 29A, 29/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 7 January 2011 at 11:00 a.m. to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new ordinary shares of par value of HK\$0.10 each in the share capital of the Company (the “**Ordinary Shares**”) to be issued pursuant to this resolution:

- (a) an amount standing to the credit of the share premium account of the Company as shall be required to be applied in paying up in full at par such number of new Ordinary Shares to be issued, allotted and distributed, credited as fully paid up, to and among holders of Ordinary Shares and holder(s) of the non-voting preference shares of par value of HK\$0.10 each in the share capital of the Company (“**CP Shares**”) whose names appear on the register of members of the Company on Friday, 7 January 2011 (the “**Record Date**”) on the basis of one new Ordinary Share for every one Ordinary Share held or are deemed to be held by such holders on the Record Date (the “**Bonus Shares**”) be and is hereby capitalised and, for the aforesaid purpose and, in accordance with the terms of the CP Shares and the requirements set out in the bye-laws of the Company, holders of CP Shares (the “**CP Shareholders**”) who held CP Shares on the Record Date be deemed to hold such number of Ordinary Shares as if the conversion rights attaching to the CP Shares held by it on the Record Date had been exercisable and exercised in full on the Record Date on the basis upon which each CP Shareholder is entitled to convert its CP Shares into fully paid Ordinary Shares as applicable as at the Record Date and that the Directors be and are hereby authorised and directed to appropriate such amount in paying up in full at par the Bonus Shares and to issue, allot and distribute the Bonus Shares, credited as fully paid up, to, subject to paragraph (c) below, such holders (the “**Bonus Issue**”);

- (b) the Bonus Shares to be issued, allotted and distributed pursuant to paragraph (a) above shall be subject to the bye-laws of the Company and shall rank pari passu in all respects with the Ordinary Shares already in issue as at the date of issue of such Bonus Shares except that they will not rank for the interim dividend declared by the Company for the six months ended 30 September 2010; and
- (c) the Directors be and are hereby authorised, for and on behalf of the Company, to take all steps, do all acts and things, execute all documents, and/or make such arrangements as they consider to be appropriate, necessary or expedient to implement and/or give effect to or otherwise in connection with the Bonus Issue and, without limitation to the generality of the foregoing, to settle any difficulty in regard to any distribution of the Bonus Shares in such manner as the Directors consider appropriate or expedient (including, but not limited to, where appropriate, not to issue, allot and distribute the Bonus Shares to any members of the Company whose addresses as shown on the register of members of the Company on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider their exclusion from the Bonus Issue to be necessary or expedient (the “**Excluded Shareholders**”) and to arrange for such Bonus Shares which would otherwise have been issued to the Excluded Shareholders to be sold in the market after dealing in the Bonus Shares commences, and to distribute the net proceeds thereof (if any) among the Excluded Shareholders in such manner as the Directors shall determine).”

By Order of the Board
SAMSON PAPER HOLDINGS LIMITED
LEE Yue Kong, Albert
Company Secretary

Hong Kong, 21 December 2010

Head Office:

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

Note: 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/her. 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 3rd Floor, 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). The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board 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, 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*