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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 the special general meeting of **Samson Paper Holdings Limited** (the “**Company**”) will be held at 3/F Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 15 March 2012 at 4:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) (i) the sale and purchase agreement dated 8 February 2012 (the “**Disposal Agreement**”) entered into between Skyway Top Holdings Limited (the “**Vendor**”), a wholly-owned subsidiary of the Company, and Kokusai Pulp and Paper Company Limited (the “**Purchaser**”) in relation to the sale and purchase of 2,230 shares in Mission Sky Group Limited (“**Mission Sky**”) representing 22.30% of the issued share capital of Mission Sky (the “**Disposal**”) (a copy of the Disposal Agreement has been produced at the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification); (ii) the shareholders’ agreement (the “**Shareholders’ Agreement**”) to be entered into among the Vendor, the Purchaser and Mission Sky on the date on which the completion of the Disposal shall take place in accordance with the terms of the Disposal Agreement (a copy of the Shareholders’ Agreement has been produced at the meeting and marked “**B**” and initialed by the chairman of the meeting for the purpose of identification); and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and

- (b) the board of the directors of the Company (the “**Board**”) be and is hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or give effect to or in connection with or incidental to the Disposal Agreement, the Shareholders’ Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

By Order of the Board
SAMSON PAPER HOLDINGS LIMITED
Mr. Sham Kit Ying
Chairman

Hong Kong, 27 February 2012

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

Principal place of business in Hong Kong:
3rd Floor
Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the special general meeting of the Company may appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint up to two proxies to attend on the same occasion.
- (2) The instrument appointing a proxy and 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 lodged with the Company’s principal place of business 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 special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the special general meeting or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (3) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholders of the Company at the special general meeting shall be taken by poll.

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

* *For identification purpose only*