



# SAMSON PAPER HOLDINGS LIMITED

## 森信紙業集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

### Form of Proxy for the Annual General Meeting

I/We<sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>(note 2)</sup> of HK\$0.10 each  
in the capital of the Company, hereby appoint<sup>(note 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 of the Annual General Meeting of the Company to be held at Strategic Financial Relations Limited, Unit 29A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 25 September 2012 at 10:30 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>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and adopt the audited statement of accounts and the reports of the directors and auditors of the Company for the year ended 31 March 2012.		
2.	To declare a final dividend for the year ended 31 March 2012.		
3.	(i) To re-elect Mr. SHAM Kit Ying as an executive director of the Company ("Director").		
	(ii) To re-elect Ms. SHAM Yee Lan, Peggy as an executive Director.		
	(iii) To re-elect Mr. LAU Wang Yip, Eric as a non-executive Director.		
	(iv) To authorize the board of Directors (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorize the Board to fix their remuneration.		
5.	Ordinary Resolution No. A in item 5 of the Notice of Annual General Meeting (to give a general mandate to the Directors to allot, issue and deal with shares of the Company).		
6.	Ordinary Resolution No. B in item 5 of the Notice of Annual General Meeting (to give a general mandate to the Directors to repurchase ordinary shares of the Company).		
7.	Ordinary Resolution No. C in item 5 of the Notice of Annual General Meeting (to extend the general mandate to issue and deal with shares of the Company by the addition thereto an amount representing the aggregate nominal amount of the ordinary shares of the Company repurchased by the Company subject to a maximum of 10% of the issued share capital of the Company).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature<sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **block capitals**.
- Please insert the number of ordinary 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 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 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 or 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 initialed 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