



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 use at the Special General Meeting (or at any adjournment thereof)

I/We¹ _____ of _____

_____ being the registered holder(s) of _____ ordinary shares² of HK\$0.10 each in the capital of Samson Paper Holdings Limited (the "Company"), hereby appoint³ _____

_____ of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us at the special general meeting of the Company (or at any adjournment thereof) (the "SGM") to be held at 10/F., United Centre, 95 Queensway, Hong Kong on Friday, 18 September 2015 at 11:30 a.m. (or as soon as possible immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same date) or at any adjournment thereof and to vote on my/our behalf as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For ⁴	Against ⁴
To approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 1 September 2015)		

Note: The full text of the relevant resolution is contained in the notice of SGM.

Dated _____ Signature⁵ _____

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 share capital of 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 share capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **If no name is inserted, the Chairman of the meeting will act as your proxy.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX under "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX under "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his 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 by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In case of joint holders, any one of such joint holders may attend and vote at the meeting, but if more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the joint holding will alone be entitled to vote in respect thereof.
- In order to be valid, this 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 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 the meeting or any adjournment thereof.
- 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 to vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Any alterations made in this form of proxy must be initialled by the person who signs it.

* For identification purpose only