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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Samson Paper Holdings Limited (the “**Company**”) will be held at 10/F., United Centre, 95 Queensway, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the audited statement of accounts and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2016.
2. To declare a final dividend for the year ended 31 March 2016.
3. To re-elect Mr. Chow Wing Yuen as a Director.
4. To re-elect Mr. Lee Yue Kong, Albert as a Director.
5. To re-elect Mr. Tong Yat Chong as a Director.
6. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint auditors and authorize the Board to fix their remuneration.

\* *For identification purpose only*

As Special Business

8. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**Ordinary Resolutions**

A. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required by law and the Bye-Laws of the Company to be held; and (iii) the revocation or variation of the approval given in this Resolution by an ordinary resolution of the shareholders of the Company in general meeting) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares of the Company to be allotted, issued or dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval referred to in paragraph (a) of this Resolution, otherwise than pursuant to (i) a rights issue (for the purpose of this Resolution, “rights issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares of the Company (or, where appropriate, such other securities) as at that date (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company)), or (ii) an issue of shares of the Company pursuant to a scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-Laws of the Company, or (iii) an issue of shares of the Company upon the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into shares of the Company, or (iv) an issue of shares of the Company upon exercise of options under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares of the Company or rights to acquire shares of the Company, or (v) a specific authority granted by the shareholders of

the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly.”

**B. “THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of all powers of the Company to repurchase its own ordinary shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the ordinary shares of the Company may be listed and is recognized by Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, during the Relevant Period (being the period from the passing of this Resolution until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-Laws of the Company to be held; and (iii) the revocation or variation of the approval given in this Resolution by an ordinary resolution of the holders of ordinary shares of the Company in general meeting) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of ordinary shares of the Company to be repurchased by the Company pursuant to the approval referred to in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (c) the approval referred to in paragraph (a) of this Resolution shall, where permitted by applicable laws and regulations and subject to the limitation in paragraph (b) of this Resolution, extend to permit the purchase of ordinary shares of the Company by subsidiaries of the Company.”

- C. “THAT** conditional upon Resolution Nos. A and B set out in item 8 of the notice of the meeting of which this Resolution forms a part being passed, the general mandate granted to the Directors pursuant to Resolution No. A set out in item 8 of the notice of the meeting of which this Resolution forms a part be and is hereby extended by the addition to the aggregate nominal amount of shares of the Company which may be allotted and issued of an amount representing the aggregate nominal amount of ordinary shares of the Company repurchased by the Company pursuant to the mandate granted pursuant to Resolution No. B set out in item 8 of the notice of the meeting of which this Resolution forms part, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By Order of the Board  
**LEE Yue Kong, Albert**  
*Company Secretary*

Hong Kong, 29 August 2016

*Head office and principal place of business in Hong Kong:*  
3rd Floor, Seapower Industrial Centre  
177 Hoi Bun Road  
Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

- (1) 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. 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 at any adjourned meeting thereof (as the case may be).
- (2) The Register of Members of the Company will be closed from 26 September 2016 to 28 September 2016 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 23 September 2016.
- (3) The final dividend is payable to shareholders whose names appear on the Register of Members of the Company at the close of business on 4 October 2016, being the record date for determination of entitlement to the final dividend. The Register of Members of the Company will be closed from 5 October 2016 to 6 October 2016 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 4 October 2016.

For the avoidance of doubt, the notice of annual general meeting and the corresponding proxy form issued by the Company on 22 August 2016 shall be considered as spent, as announced by the Company on 29 August 2016.

Shareholders wishing to attend, vote at and/or deposit the proxy forms for purposes of the Annual General Meeting should do so in accordance with the instructions printed on **this** notice and the **accompanying** proxy form.

*As at the date of this notice, the Board comprises of 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, namely 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.*