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## **C&D Newin Paper & Pulp Corporation Limited**

### **建發新勝漿紙有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 731)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of C&D Newin Paper & Pulp Corporation Limited (the “**Company**”) will be held at Rooms 2306B & 2307, 23rd Floor, West Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Tuesday, 9 January 2024 at 11:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions. Capitalised terms contained in the circular dated 20 December 2023 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Renewed Paperboard Sales Framework Agreement (as defined in the Circular) (a copy of the Circular marked “**A**” together with a copy of the Renewed Paperboard Sales Framework Agreement marked “**B**” have been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the Paperboard Proposed Caps (as defined in the Circular) for each of the years ending 31 December 2024, 2025 and 2026 as set out in the Circular be and are approved; and

- (c) any one of the Directors be and is hereby authorised to take all steps and to do all acts and things as may be necessary or desirable to give effect to and/or to complete the Renewed Paperboard Sales Framework Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”

2. “**THAT:**

- (a) the Paper Pulp Procurement Framework Agreement (as defined in the Circular) (a copy of the Paper Pulp Procurement Framework Agreement marked “C” have been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the Paper Pulp Proposed Caps in respect of the Paper Pulp Procurement Framework Agreement (as defined in the Circular) for each of the years ending 31 December 2024, 2025 and 2026 as set out in the Circular be and are approved; and
- (c) any one of the Directors be and is hereby authorised to take all steps and to do all acts and things as may be necessary or desirable to give effect to and/or to complete the Paper Pulp Procurement Framework Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”

By Order of the Board  
**C&D Newin Paper & Pulp Corporation Limited**  
**Mr. HUANG Tiansheng**  
*Executive Director*

Hong Kong, 20 December 2023

*Registered office:*  
5th Floor, Victoria Place  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Rooms 2306B & 2307  
23rd Floor, West Tower  
Shun Tak Centre  
No. 168–200  
Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more Shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the most senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 8 January 2024 to Tuesday, 9 January 2024 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 5 January 2024. Shareholders whose names appear on the register of members of the Company on Tuesday, 9 January 2024 are entitled to attend and vote at the SGM or any adjourned meeting thereof.
4. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 11:00 a.m. on Sunday, 7 January 2024) or any adjournment thereof. The proxy form will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cndnewin.com](http://www.cndnewin.com)).
5. The completion of a form of proxy will not preclude you from attending and voting at the SGM in person should you so wish. If you attend and vote at the SGM, the authority of your proxy will be revoked.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
8. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of the Company at [www.cndnewin.com](http://www.cndnewin.com) and on the "Latest Company Announcements" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. HUANG Tiansheng and Mr. LIN Ruqing; two non-executive Directors, namely Mr. ZHANG Xiaohui and Mr. CHOI Wai Hong, Clifford; and three independent non-executive Directors, namely Mr. ZHAO Lin, Mr. WONG Yiu Kit, Ernest and Mr. LAM John Cheung-wah.*

*\* For identification purpose only*