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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 a special general meeting of Samson Paper Holdings Limited (the “**Company**”) will be held at 4th Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 September 2013 at 11 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) for the purpose of considering and, if thought fit, passing (with or without modifications) the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:** all continuing connected transactions between the Company and any of its subsidiaries and Kokusai Pulp and Paper Company Limited and any of its subsidiaries as set out in the circular of the Company dated 30 August 2013 (the “**Circular**”) and the entering into and performance of the New Master Agreement (as defined in the Circular) and the Relevant Caps (as defined and set out in the Circular) be and are hereby confirmed, approved and ratified; and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/they may in his/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the above and all matters incidental to, ancillary or incidental thereto.”

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

Hong Kong, 30 August 2013

* *For identification purpose only*

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. 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.
2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the principal place of business 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 any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
3. The Register of Members of the Company will be closed from 19 September 2013 to 24 September 2013 (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 special general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 18 September 2013.

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.